

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
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: ☐ a multiemployer plan; ☒ a single-employer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan VEYANCE TECH,INC. EMPLOYEES RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 07/31/2007
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) VEYANCE TECHNOLOGIES, INC. 703 S CLEVELAND MASSILLON RD FAIRLAWN, OH 44333-3023	2b Employer Identification Number (EIN) 20-8832176 2c Sponsor's telephone number 330-664-7000 2d Business code (see instructions) 326200

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	ROBERT BROWN
	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") VEYANCE TECHNOLOGIES, INC. 703 S CLEVELAND MASSILLON RD FAIRLAWN, OH 44333-3023	3b Administrator's EIN 20-8832176 3c Administrator's telephone number 330-664-7000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2044
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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	1762
b Retired or separated participants receiving benefits.....	6b	77
c Other retired or separated participants entitled to future benefits.....	6c	133
d Subtotal. Add lines 6a , 6b , and 6c	6d	1972
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	3
f Total. Add lines 6d and 6e	6f	1975
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1770
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	52

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 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) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan VEYANCE TECH,INC. EMPLOYEES RETIREMENT PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 VEYANCE TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 20-8832176	

Part I	Asset and Liability Statement
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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)	404173	
(2) Participant contributions	1b(2)	209557	201208
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2203729	2222510
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	107497199	130127863
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	110314658	132551581

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	110314658	132551581
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	6138803	
(C) Others (including rollovers)	2a(1)(C)	24926	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6163729

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)	151392	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		151392

(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)		
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(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		24304579
(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		30619700

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8358520	
(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)		8358520
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		80948
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8439468

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		22180232
l Transfers of assets:			
(1) To this plan.....	2l(1)		68574
(2) From this plan	2l(2)		11883

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BOBER MARKEY FEDOROVICH

(2) EIN: 34-1523030

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.).....	☒	☐	65789
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
VEYANCE TECHNOLOGIES, INC. BARGAINING UNIT EMPs RET PLAN	20-8832176	002

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

A Name of plan <u>VEYANCE TECH,INC. EMPLOYEES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VEYANCE TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>20-8832176</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>43-6389220</u>		
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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

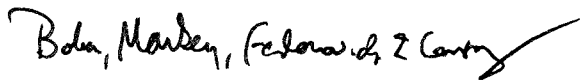
INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
Veyance Technologies, Inc.
Employees Retirement Plan
Fairlawn, Ohio

We were engaged to audit the financial statements and supplemental schedules of Veyance Technologies, Inc. Employees Retirement Plan (formerly known as the Veyance Technologies, Inc. Salaried and Hourly Non-Bargaining Employees Retirement Plan) (the "Plan") as of December 31, 2009 and 2008 and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by J.P. Morgan Chase Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Trustee 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, 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



BOBER, MARKEY, FEDOROVICH & COMPANY

September 14, 2010

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

December 31, 2009 and 2008

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
ANNUAL REPORT INDEX
December 31, 2009 and 2008

The following financial statements and other information of Veyance Technologies, Inc. Employees Retirement Plan are included herewith:

- Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008;
- Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2009;
- Notes to Financial Statements.

The following supplemental schedules of Veyance Technologies, Inc. Employees Retirement Plan included in the Annual Report of the Plan on Form 5500 filed with the Department of Labor for the year ended December 31, 2009 are included herewith:

- Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
- Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

All other supplemental schedules and notes for which provision is made in the applicable rules and regulations of the Department of Labor Regulations are not required under the related instructions or are inapplicable and, therefore, have been omitted.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	17
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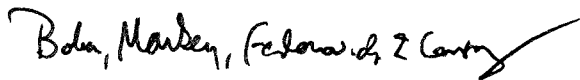
INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
Veyance Technologies, Inc.
Employees Retirement Plan
Fairlawn, Ohio

We were engaged to audit the financial statements and supplemental schedules of Veyance Technologies, Inc. Employees Retirement Plan (formerly known as the Veyance Technologies, Inc. Salaried and Hourly Non-Bargaining Employees Retirement Plan) (the "Plan") as of December 31, 2009 and 2008 and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by J.P. Morgan Chase Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Trustee 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, 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



BOBER, MARKEY, FEDOROVICH & COMPANY

September 14, 2010

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Plan's interest in commingled trust, at fair value	\$ 130,127,863	\$ 107,497,199
Participant loans	2,222,510	2,203,729
Contribution receivable - employee	201,208	209,557
Contribution receivable - employer	<u>-</u>	<u>404,173</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	132,551,581	110,314,658
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,470,825)</u>	<u>(324,195)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 131,080,756</u></u>	<u><u>\$ 109,990,463</u></u>

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

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2009

ADDITIONS	
Contributions - employee	\$ 6,138,804
Rollovers	24,926
Interest from participant loans	151,392
	<u>6,315,122</u>
NET INVESTMENT GAIN FROM PLAN'S INTEREST IN COMMINGLED TRUST	23,157,949
DEDUCTIONS	
Benefit payments	8,439,468
TRANSFERS (Note 6)	<u>56,690</u>
NET INCREASE	21,090,293
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	<u>109,990,463</u>
END OF YEAR	<u><u>\$ 131,080,756</u></u>

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

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Veyance Technologies, Inc. Employees Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

All salaried, hourly, and U.S. expatriate salaried employees, including officers, of Veyance Technologies, Inc. and certain subsidiaries (the "Company") are eligible to participate in the Plan as of the first enrollment date after completing three months of continuous service with the Company. Employees of the Company who are covered by a collective bargaining agreement (unless the agreement provides for coverage under the Plan), are not eligible to participate in the Plan. Service completed as a Goodyear Tire & Rubber Company ("Goodyear") associate counts toward the three month eligibility period under this Plan if the participant was hired from Goodyear on July 31, 2007; or if in 2008, the participant was hired by the Company directly from Goodyear with no intervening employment or other break.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Eligible employees may elect to contribute any whole percent from 1% to 50% of earnings, including wages, bonuses, commissions, overtime and vacation pay into the Plan. In addition, the Plan permits catch-up contributions by participants who have attained age 50 by December 31 of each year subject to certain limitations under the Internal Revenue Code ("IRC"). Participating employees may elect to have their contributions invested in any of the funds available for employees at the time of their contributions.

For eligible participants, the Company makes a matching contribution in an amount equal to 50% of the first 4% of pay that the participant designates as a 401(k) or Roth contribution.

Employees hired before April 1, 2007, are age 40 or older as of April 1, 2007 and are not employed at a Belt Concepts, Cosmoflex or Industrial Specialty Fabric locations are eligible for an employer retirement contribution based on age and pay. The employer retirement contribution is as follows: age 40 to 49 eligible for contribution of 5%; age 50 to 54 eligible for contribution of 6% of pay; and age 55 and older eligible for contribution of 7% of pay. In addition, employees employed by Goodyear before April 1, 2007 and were age 40 or older before April 1, 2007 are eligible for a transition contribution of an additional 2% of pay.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

Employees hired before April 1, 2007, are under age 40 as of April 1, 2007 and are not employed at a Belt Concepts, Cosmoflex or Industrial Specialty Fabric locations are eligible for an employer retirement contribution based on age and pay. The employer retirement contribution is as follows: under age 50 eligible for contribution of 5% of pay; age 50 to 54 eligible for contribution of 6% of pay; and age 55 and older eligible for contribution of 7% of pay.

Employees hired after April 1, 2007 or are employed at a Belt Concepts, Cosmoflex or Industrial Specialty Fabric locations are eligible for an employer retirement contribution of 3% of pay.

On January 1, 2009, the Company suspended all employer retirement contributions and matching contributions. Effective January 1, 2010 the Company reinstated the matching contribution in an amount equal to 50% of the first 6% of pay that the participant designates as a 401(k) or Roth contribution.

Participant Accounts

Each participant's account is credited with the participant's contribution and employer contributions and an allocation of the Plan's earnings. Allocations are based on participant compensation or account balance, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participant's accounts may have amounts invested in the Goodyear Stock Fund. However, this fund is frozen; it is not an investment option for future contributions to the Plan. At any time, the participant may transfer all or a portion of the account balance invested in the Goodyear Stock Fund to the other funds available under the Plan. However, the participant may not transfer any portion back into the Goodyear Stock Fund or make new contribution to this fund.

Payment of Benefits and Vesting

Participants who terminate under the Plan are paid the current value of their contributions plus the value of any vested Company contributions. Participants are immediately vested in their contributions. Participants become 100% vested in employer contributions after two years of continuous service.

Participant Loans

Eligible employees may borrow money from their participant accounts. The minimum amount to be borrowed is \$1,000. The maximum amount to be borrowed is the lesser of \$50,000 reduced by the highest outstanding balance of any loan during the preceding twelve month period, or 50% of the participant's vested account balance. Participants may have up to two loans outstanding at any time. The interest rate charged will be a fixed rate that will be established at the time of the loan application based on prime plus one (4.25% at December 31, 2009 and 2008, respectively).

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

Loan repayments, with interest, are made through payroll deductions. If a loan is not repaid when due, the loan balance is treated as a taxable distribution from the Plan.

Forfeitures

Any non-vested Company contributions are forfeited upon termination and applied to reduce future contributions by the Company or to pay Plan expenses. Forfeitures of \$107,159 were used to reduce Company contributions to qualifying accounts during the year ended December 31, 2009.

Rollovers

Employees, Plan participants or former Plan participants may transfer eligible cash distributions from any other employer sponsored plan qualified under Section 401 of the IRC into the Plan by a direct transfer from such other plan.

Administrative Fees

A portion of the administrative fees are paid by the Plan. Other administrative fees, including legal and professional fees, are paid by the Company as Plan Sponsor.

Termination Provisions

The Company anticipates and believes that the Plan will continue without interruption, but reserves the right to discontinue the Plan. In the event of termination, the obligation of the Company to make further contributions ceases. All participants' accounts would then be fully vested with respect to Company contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accounts of the Plan are maintained on the accrual basis of accounting and in accordance with the J.P. Morgan Chase Bank, N.A. (the "Trustee") Trust Agreement.

Trust Assets

Two savings plans sponsored by the Company maintain their assets in a master trust entitled Veyance Technologies, Inc. Retirement Plan Trust (the "Commingled Trust") administered by the Trustee. The Plan's undivided interest in the Commingled Trust is presented in the accompanying financial statements in accordance with the allocation made by the Trustee.

Asset Valuation and Income Recognition

The investments of the Plan are reported at fair value. The fair value of the Plan's interest in the Commingled Trust is based on the beginning of the year value in the trust plus actual contributions and

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

allocated investment income (loss) less actual distributions. The fair value of investments held by the Commingled Trust is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date (See Note 8). Investment income (loss) and administrative expenses relating to the Commingled Trust are allocated on a daily basis to the Plan based on the Plan's value in each applicable fund within the Commingled Trust.

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 (depreciation) appreciation includes the Commingled Trust's gains and losses on investments bought and sold as well as held during the year.

In accordance with the Plan Accounting – Defined Contribution Pension Plans Topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"), 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. As required, the Statement of Net Assets Available for Benefits present the fair value of the investment contracts held in the Stable Value Fund of the Commingled Trust as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Concentration of Credit Risk

The Stable Value Fund of the Commingled Trust invests part of the fund in investment contracts of financial institutions with strong credit ratings and has established guidelines relative to diversification and maturities that maintain safety and liquidity (See Note 9).

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 amounts reported in the basic financial statements and related notes to financial statements. Changes in such estimates may affect amounts reported in future years.

Risk and Uncertainties

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

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

Fair Value of Financial Instruments

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Subsequent Events

Effective for fiscal years and interim periods ending after June 15, 2009, the Plan is required to prospectively adopt the Subsequent Events Topic of FASB ASC. This standard sets forth the period after the date of the financial statements during which management of a plan should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which a plan should recognize events or transactions occurring after the date of its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the date of the financial statements.

The Plan adopted this standard during the year ended December 31, 2009. In accordance with this standard, the Plan has evaluated subsequent events through September 14, 2010, the date the financial statements were available to be issued.

Recently Issued Accounting Pronouncement

In January 2010, the FASB issued Accounting Standards Update No. 2010-06 ("ASU 2010-06"), Improving Disclosures about Fair Value Measurements, which amends the Fair Value Measurements and Disclosures Topic of FASB ASC, to require additional disclosures regarding fair value measurements. The amended guidance requires entities to disclose additional information regarding assets and liabilities that are transferred between levels within the fair value hierarchy and about the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. Entities are also required to disclose information in the Level 3 rollforward about purchases, sales, issuances and settlements on a gross basis. ASU 2010-06 is effective for annual reporting periods beginning after December 15, 2009, except for the requirement to separately disclose the above activity in the Level 3 rollforward, which becomes effective for fiscal years beginning after December 15, 2010. At this time, management is currently evaluating the implication of ASU 2010-06 and its impact on the financial statements has not yet been determined.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE 3 - TRUSTEE CERTIFICATION AND INVESTMENTS

The Trustee has certified that the following information used in preparation of these financial statements is complete and accurate as of December 31, 2009 and 2008 and for the year ended December 31, 2009:

	2009	2008
Plan's interest in commingled trust, at fair value	\$ 130,127,863	\$ 107,497,199
Participant loans	\$ 2,222,510	\$ 2,203,729
Net investment gain from Plan's interest in the commingled trust	\$ 23,157,949	
Interest from participant loans	\$ 151,392	

NOTE 4 - PARTY-IN-INTEREST

The Trustee serves as the fund manager of the JPMorgan US Active Value Fund and the JPMorgan EAFE Plus Fund. Fees are paid by the Commingled Trust for asset custody and management to parties-in-interest. There are also fees deducted directly from investment earnings of the Plan.

NOTE 5 - TAX STATUS OF PLAN

The Plan has received a determination letter from the Internal Revenue Service dated July 22, 2009, stating that the Plan, as then designed, is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. The Plan has been amended since receiving the determination letter, however the Plan's management believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 6 - TRANSFERS

During the year ended December 31, 2009, certain Plan participants ceased being members of a collective bargaining agreement and those participants account balances were transferred from the Veyance Technologies, Inc. Bargaining Unit Employee Retirement Plan into the Plan. Net assets transferred to the Plan during 2009 amounted to \$56,690.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500 as of December 31,:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits, per financial statements	\$ 131,080,756	\$ 109,990,463
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,470,825</u>	<u>324,195</u>
Net assets available for benefits, per Form 5500	<u>\$ 132,551,581</u>	<u>\$ 110,314,658</u>

The following is a reconciliation of net investment gain from the Plan's interest in commingled trust per the financial statements for the year ended December 31, 2009 to the Form 5500:

Net investment gain from Plan's interest in commingled trust, per financial statements	\$ 23,157,949
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,146,630</u>
Net investment gain from Plan's interest in commingled trust, per Form 5500	<u>\$ 24,304,579</u>

Fully benefit-responsive investment contracts are recorded at fair value on the Form 5500.

NOTE 8 - FINANCIAL DATA OF THE COMMINGLED TRUST

All of the Plan's investments except for the participant loans are in the Commingled Trust, which was established for the investment of assets of the Plan. Each Participating plan has an undivided interest in the Commingled Trust. At December 31, 2009 and 2008, the Plan's interest in the net assets of the Commingled Trust was approximately 69.1% and 69.9%, respectively. The Commingled Trust assets are held by the Trustee.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

The Statements of Net Assets Available for Benefits of the Commingled Trust is as follows as of December 31:

	<u>2009</u>	<u>2008</u>
Investments:		
Common Collective Trusts		
Northern Trust S&P 500 Index	\$ 38,962,882	\$ 30,308,067
JPMorgan EAFE Plus Fund	17,317,962	12,860,361
JPMorgan US Active Value Fund	5,716,606	4,787,571
Investment Contracts (See Note 9)	60,757,979	59,050,407
Registered Investment Companies		
Western Asset Core Plus Bond Fund Inst. Class Fund	5,630,263	3,371,039
Vanguard Target Retirement Income Fund	1,101,109	315,446
Vanguard Target Retirement 2005 Fund	2,671,373	2,902,272
Vanguard Target Retirement 2015 Fund	4,675,957	3,709,945
Vanguard Target Retirement 2025 Fund	11,378,480	9,134,715
Vanguard Target Retirement 2035 Fund	3,328,278	2,234,503
Vanguard Target Retirement 2045 Fund	7,008,051	5,735,289
American Century Ultra	6,542,379	4,682,558
Artisan Small Capitalization Growth Fund	8,123,806	5,657,957
RS Partners Small Capitalization Value Fund	2,718,819	1,935,573
CISC Self Directed Accounts	5,508,066	3,800,989
Common Stock of The Goodyear Tire & Rubber Company	<u>6,867,929</u>	<u>3,197,782</u>
Net Assets Available for Benefits	<u>\$ 188,309,939</u>	<u>\$ 153,684,474</u>

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

Net investment income for the Commingled Trust is as follows for the year ended December 31, 2009:

Common collective trust	\$ 16,285,491
Registered investment companies	10,868,892
Self directed accounts	1,152,845
Common stock	<u>4,166,623</u>
Net appreciation in fair value of investments	32,473,851
Interest and dividends	<u>1,008,647</u>
	33,482,498
Administrative fees	<u>(163,966)</u>
Net investment income	<u><u>\$ 33,318,532</u></u>

In 2009, the Plan adopted amended FASB accounting guidance applicable to the Fair Value Measurements and Disclosures Topic of the FASB ASC. The guidance is to determine whether there has been a significant decrease in the volume and level of activity for an asset or liability when compared to normal market activity for such asset or liability (or similar assets and liabilities) and to identify circumstances that indicate a transaction with regards to such an asset or liability is not orderly. The guidance also expands the disclosures and requires that the major categories of debt and equity securities in the fair value table be determined on the basis of the nature and risks of the investments. There was no impact of the adoption on the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Plan uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 - Observable inputs such as quoted prices in active markets;
- Level 2 - Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 - Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded held by the Commingled Trust at year end.

Registered investment companies: Valued at the closing price reported on the active market on which the individual securities are traded held by the Commingled Trust at year end.

Common collective trusts: Valued at the trust's net asset value, which is based on the underlying investments traded on the active or inactive markets held by the Commingled Trust at year end.

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

Investment contracts: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 9).

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

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

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

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<u>December 31, 2009</u>				
Registered investment companies				
Balanced funds	\$ 30,163,248	\$ -	\$ -	\$ 30,163,248
Bond funds	5,630,263	-	-	5,630,263
Domestic equity stocks	17,385,004	-	-	17,385,004
	<u>53,178,515</u>	<u>-</u>	<u>-</u>	<u>53,178,515</u>
Common stock	6,867,929	-	-	6,867,929
Common collective trusts				
Balanced funds	-	38,962,882	-	38,962,882
Domestic equity stocks	-	5,716,606	-	5,716,606
International equity stocks	-	17,317,962	-	17,317,962
Investment contracts	-	-	60,757,979	60,757,979
	<u>-</u>	<u>61,997,450</u>	<u>60,757,979</u>	<u>122,755,429</u>
Self directed accounts	-	5,508,066	-	5,508,066
Total assets at fair value	<u>\$ 60,046,444</u>	<u>\$ 67,505,516</u>	<u>\$ 60,757,979</u>	<u>\$ 188,309,939</u>
<u>December 31, 2008</u>				
Registered investment companies	\$ 39,679,297	\$ -	\$ -	\$ 39,679,297
Common stock	3,197,782	-	-	3,197,782
Common collective trusts	-	47,955,999	59,050,407	107,006,406
Self directed accounts	-	3,800,989	-	3,800,989
Total assets at fair value	<u>\$ 42,877,079</u>	<u>\$ 51,756,988</u>	<u>\$ 59,050,407</u>	<u>\$ 153,684,474</u>

Participant loans are owned directly by the Plan and are a Level 3 investment.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

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

	Investment Contracts
Balance at December 31, 2008	\$ 59,050,407
Change in fair value	2,354,548
Purchases, sales, issuances and settlements (net)	(646,976)
Balance at December 31, 2009	<u>\$ 60,757,979</u>

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

	Participant Loans
Balance at December 31, 2008	\$ 2,203,729
Purchases, sales, issuances and settlements (net)	18,781
Balance at December 31, 2009	<u>\$ 2,222,510</u>

NOTE 9 - INVESTMENT CONTRACTS

An investment under the Commingled Trust is the Stable Value Fund, which has entered into benefit-responsive guaranteed investment contracts and wrapper contracts with various financial institutions. The financial institutions maintain the contributions in general accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

As described in Note 2, because the guaranteed investment contracts held by the Commingled Trust are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contracts. Contract value, as reported to the Commingled Trust by the manager of the Stable Value Fund, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuers or otherwise. The crediting interest rate is based on a formula agreed upon with the issuers.

VEYANCE TECHNOLOGIES, INC.
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December 31, 2009 and 2008

The Stable Value Fund has purchased wrapper contracts from the financial institutions. The wrapper contracts amortize the realized and unrealized gains and losses on the underlying fixed income investments, typically over the duration of the investments, through adjustments to the future interest crediting rate (which is the rate earned by participants in the fund for underlying investments). The issuers of the wrapper contracts provide assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero.

Certain events limit the ability of the Plan to transact at contract value with the issuer. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the Commingled Trust elects to withdraw from a wrapper contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract. The events described above that could result in the payment of benefits at market value rather than contract value are not probable of occurring in the foreseeable future.

The wrapper contracts do not permit the issuers to terminate the contracts unless the Plan loses its qualified status, has incurred material breaches of responsibilities, or material and adverse changes occur to the provisions of the Plan.

Average Yields:

Based on actual earnings	2.504%
Based on interest rate credited to participants	3.990%

NOTE 10 – TIMELINESS OF PARTICIPANT CONTRIBUTIONS

During 2009, the Company failed to transmit to the Plan, participant contributions within the minimum time period permitted. Such late contributions totaled \$65,789 in 2009. The Company intends to correct these deficiencies during 2010.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2009
Employer Identification Number: 20-8832176, Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower lessor or similar party	Description of investment Including maturity date, rate of interest, collateral par, or maturity value	Cost	Current Value
	Participant loans	4.25% - 9.25%	\$ -	\$ 2,222,510

Note: This schedule excludes the Plan's interest in the Commingled Trust, which is not required to be reported on the schedule pursuant to the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2009
Employer Identification Number: 20-8832176, Plan Number: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 65,789	\$ -	\$ -	\$ 65,789	\$ -

[illegible]

Attachment to 2009 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name VEYANCE TECH, INC. EMPLOYEES RETIREMENT PLAN

EIN: 20-8832176

Plan Sponsor's Name VEYANCE TECHNOLOGIES, INC.

PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☒	0	0	65,789	0