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
PHOENIX 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/2003

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

6101 W. COURTYARD DRIVE, BLDG, 4
AUSTIN, TX 78730

2b Employer Identification Number (EIN)
74-2641906

2c Sponsor's telephone number
512-335-5663

2d Business code (see instructions)
812990

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	MARJORIE STRICKLAND
	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")
PHOENIX MANAGEMENT, INC.

6101 W. COURTYARD DRIVE, BLDG, 4
AUSTIN, TX 78730

3b Administrator's EIN
74-2641906

3c Administrator's telephone number
512-335-5663

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**	478
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**	379
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	57
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	436
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	436
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	234
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
PHOENIX 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
74-2641906

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

SECURITIES AMERICA
12325 PORT GRACE BLVD.
LA VISTA, NE 68128

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

SAA
12325 PORT GRACE BLVD.
LA VISTA, NE 68128

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

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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)

ATCHLEY & ASSOCIATES, LLP

6850 AUSTIN CENTER BLVD.
SUITE 100
AUSTIN, TX 78731

74-2920819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	8770	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-4156830

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 64 65	RECORDKEEPER	90777	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

EMPLOYEE INCENTIVE PLANS

12466 LOS INDIOS TRAIL
SUITE 200
AUSTIN, TX 78729

74-2569995

(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?
13 15 65 70	ADV, TPA, RK	26829	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MEEDER ADVISORY SERVICES

6125 MEMORIAL DRIVE
DUBLIN, OH 43017

31-1332744

(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?
51	RIA	5986	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

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(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 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
PHOENIX 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
74-2641906

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	12131	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2686547	3445513
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2698678	3445513
	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	2698678	3445513

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)	513913	
	(B) Participants	2a(1)(B)	244081	
	(C) Others (including rollovers)	2a(1)(C)	62167	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		820161
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	48590	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		48590
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		443884
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1312635
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	565800	
(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)		565800
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(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		565800
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		746835
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SEALE CPA & CO., PC (2) EIN: 58-2679678

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
PHOENIX 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
74-2641906

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**

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): 31-4156830 04-3523567

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):

PHOENIX 401(k) PLAN
FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORAMTION
DECEMBER 31, 2009

PHOENIX 401(k) PLAN

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SEALE CPA & COMPANY

Independent Auditors' Report

Plan Administrator of the
Phoenix 401(k) Plan

We were engaged to audit the financial statements of Phoenix 401(k) Plan (the "Plan) as of December 31, 2009, and the supplemental schedule as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management. Other auditors were engaged to audit the financial statements of the Plan for the year ended December 31, 2008, whose report dated August 26, 2009, disclaimed an opinion on the 2007 financial statements for the same reasons described in the following paragraph.

As permitted by Section 2520.103-8 of the Department of Labor 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 F, which was certified by Nationwide Financial Services, Inc and Fidelity Investments the custodians of the Plan, except for comparing such information with the related information included in the financial statements and schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions, The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the custodian 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 schedule taken as a whole. The form and content of the information included in the financial statements and schedule for the year ended December 31, 2009, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United Sates and, in our opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cheryl Seale

Seale CPA & Company
Austin, Texas
September 22, 2010

4501 Spicewood Springs Rd, Suite 1050 Austin, TX 78759 | Phone: 512.419.1249 | Fax: 512.419.1883

PHOENIX 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009

	2009	2008
Assets		
Participant directed investments	$ 3,445,513	$ 2,686,547
Contributions receivable		
Employee	10,232	12,131
Total contributions receivable	10,232	12,131
Total assets	3,445,745	2,698,678
Net assets available for benefits	$ 3,445,745	$ 2,698,678

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

PHOENIX 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009

Additions to net assets attributed to:	
Contributions	
Employee	$ 254,314
Employer	513,913
Rollover contributions	62,167
Total Contributions	830,394
Investment income	
Interest and dividends	68,025
Net appreciation (depreciation) in fair value of investments	459,532
Total Investment income	527,557
Total additions	1,357,951
Deductions from net assets attributed to:	
Distributions to participants	565,800
Professional and administrative fee	35,084
Total deductions	600,884
Net increase (decrease)	757,067
Net assets available for benefits at beginning of year	2,698,678
Net assets available for benefits at end of year	$ 3,455,745

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

PHOENIX 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009

NOTE A – DESCRIPTION OF PLAN

The following description of the Phoenix 401(k) 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 money purchase 401(k) plan covering all eligible employees of Phoenix Management, Inc (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan started on May 1, 2003.

Eligibility

All employees who have completed on hour of service are eligible to participate in the Plan. Eligible employees are employees performing services for the employer under a public contract subject to the Davis-Bacon Act or any other federal, state, or municipal Prevailing Wage Law contract.

Contributions

The participants self-direct their contributions and account balances among the common trust funds provided by the Plan. Participants may contribute from 0% to 40% of their annual compensation for each plan year (pre-tax contributions), up to the maximum of $15,500 as permitted by the Internal Revenue Code ("IRC"). In addition, participants who have attained the age of 50 are eligible to make catch-up contributions in accordance with IRC 414(v). Participants immediately vest in their contributions and the associated investment results, none of which are federally taxable to the participants as current income.

The Company will make a prevailing wage contribution on behalf of each participant who performs services subject to the Service Contract Act, Davis-Bacon Act, or similar federal, state, or municipal Prevailing Wage statutes. The prevailing wage contribution shall be an amount equal to the balance of the fringe benefit payment for health and welfare for each participant (after deducting the cost of cash differential payments for the participant) based on the hourly contribution rate for the participant's employment classification. At December 31, 2009 the Plan had receivables of $10,232 from the employer for December Contributions.

NOTE A – DESCRIPTION OF PLAN - Continued

Participant Accounts

Accounting records for individual participants are maintained by a third-party administrator. Each participant's account is credited with his or her respective allocation of the employee's contribution. Plan earnings and losses, including net appreciation and depreciation on investments, are allocated by participant directed election of funds on a daily valuation system.

Vesting Provisions

Under the Plan, participant accounts are 100% vested at all times.

Administrative Expenses

All reasonable expenses of administration including, but not limited to, those involved in retaining necessary professional assistance may be paid from the assets of the Plan. The Company may, at its discretion, pay such expenses.

Payment of Benefits

The administrator shall establish and maintain an account in the name of each participant to which the administrator shall credit, as of each anniversary date, all amounts allocated to each participant. Upon termination of service, a participant may elect a lump-sum payment, installments, or a non-transferable annuity.

Plan Termination

Although it has not expressed any intent to do so, the company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE A – DESCRIPTION OF PLAN - Continued

In the event of the termination of the Plan, after deducting all charges and expenses, the balances of all individual accounts will be adjusted and the remain assets distributed. The employer shall direct the distribution of the assets to participants in cash or through the purchase of irrevocable non- transferable deferred commitments from an insurer.

NOTE B – SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation

The financial statements have been prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Valuation of Investments

The Plan's investments are held and maintained by Fidelity Investments, (Fidelity Brokerage Services, LLC and National Financial Services, LLC), (Custodian) in a common trust which is regulated, supervised, and subject to periodic examinations by federal agencies. Investments in common trust funds are valued at prices which equal or approximate market value. Cash equivalents are stated at cost which approximates market value.

Distributions

Distributions to participants are recorded by the Plan when actual payment is made. Distributions not paid, as of the end of the Plan year, are included in investments in the statement of net assets available for benefits.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plan administrator and management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and schedule. Accordingly, actual results may differ from those estimates.

PHOENIX 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009

NOTE C – PLAN AMENDMENTS

The Company may revise and/or amend the Plan as deemed necessary. The Plan was amended January 1, 2007, to change the Plan name from Phoenix Management, Inc, 401(k) Plan to the Phoenix 401(k) Plan. The Plan was amended effective March 8, 2007, to allow employees of Phoenix Contract Services, Inc., an affiliated employer, to participate in the Plan.

NOTE D – TAX STATUS

The Plan obtained its latest determination letter on August 7, 2001, in which the Internal Revenue Service state that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter, However, the Plan administrator and tax counsel believe that the Plan is currently designed and 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.

NOTE E – RECONCILIATION OF PLAN FINANCIAL STATEMENTS TO THE FORM 5500

The Plan files an annual Form 5500, Annual Return/Report of Employee Benefit Plan, with the Internal Revenue Service. The Plan's financial statements are on an accrual basis of accounting and the Form 5500 was switched to a cash basis for the current year. Therefore, accounts receivable have not been included in the 5500 as contributions.

NOTE F – INVESTMENTS CERTIFIED BY CUSTODIAN (UNAUDITED)

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by Nationwide Financial Services, Inc. The following mutual fund investments were held in the name of Nationwide Financial Services, Inc. on behalf of the Plan as of December 31, 2009 and 2008,

Nationwide pooled separate accounts:

	2009	**2008**
Aberdeen Developing Markets A	$ 0	$ 680
Aberdeen International Equity A		791
Aim Capital Development Fund Class A		82
Aim Diversified Dividend Inv		9,757
Aim Energy Fund IC		10,887
Aim European Growth Fund Class A		792

NOTE F – INVESTMENTS CERTIFIED BY CUSTODIAN (UNAUDITED) – Continued

AllianceBernstein International Growth A		87
American Century International Bd A		24,110
American Funds Capital World Growth & Income R3		290
American Funds Fundamental Investors R3		84,042
American Funds Growth Funds of America R3		232
American Funds New Perspective Fund R3		44,175
American Funds New World Fund R5		1,958
Baron Growth Fund		76,751
Baron Partners Fund		2,426
Blackrock Equity Dividend A		5,905
Blackrock Global Resources Inv A		2,189
Blackrock GNMA Portfolio A		19,918
Blackrock Health Sciences Opportunity A		5,340
Blackrock International Opportunity A		1,019
Dodge & Cox Income Fund		9,476
Dodge & Cox International Fund		2,497
Dreyfus Appreciation Fund		1,728
Dreyfus Premier Greater China A		2,008
DWS Latin America Equity A		277
Eaton Vance Dividend Builder A		3,626
Federated Kaufmann A		281
Federated Total Return Bond A		23,033
Fidelity Advisor Leveraged Company Stock A		7,201
Fidelity Advisor Leveraged Company Stock I		46
Flex Aggressive Growth		111,155
Flex Defensive Balance Fund		118,443
Flex Dynamic Growth		*227,068
Flex Muirfield		*224,076
Flex Strategic Growth		6,887
Flex US Government Bond		76,327
Franklin Balance Sheet Investment A		96,494
Franklin Small-Mid Cap Growth Fund A		35,222
Goldman Sachs Short Duration Government A		17,492
Harbor International Fund Investors		57,956

NOTE F – INVESTMENTS CERTIFIED BY CUSTODIAN (UNAUDITED) – Continued

Heartland Value Plus		11,903
Ivy Asset Strategy Y		7,758
Ivy Dividend Opportunities Y		2,975
Ivy Large Cap Growth Fund Class Y		3,264
Ivy Science & Technology Y		6,161
Janus Adviser International Growth S		2,911
Janus Adviser Mid Cap Growth S		1,916
Janus Adviser Perkins Mid Cap Value S		12,786
Janus Twenty Fund Inc.		*153,422
Jennison Natural Resources Fund		5,104
JPMorgan Mid Cap Value A		32,784
Lazard Emerging Markets Portfolio		740
Legg Mason Aggressive Growth		2
MFS Value Fund		257
Mutual Discovery A		1,710
Nationwide Fund D		30,407
Nationwide Investors Destinations Mod Svc		65,233
Nationwide Money Market Institutional		*497,250
Nationwide S&P 500 Index Svc		53,753
Neuberger Berman International Tr		11,286
Neuberger Berman Real Estate Trust		634
Oakmark Global Fund II		261
Oppenheimer Developing Markets A		586
Oppenheimer Gold & Special Minerals A		38,557
Oppenheimer Small & Mid Cap Value A		679
Oppenheimer Value A		179
Performance Interm-Term Inc A		19,410
PIMCO Commodity Real Return Strat A		426
PIMCO Low Duration I		18,714
Pimco Total Return Fund		*161,111
PIMCO Total Return I		18,650
Pioneer Cullen Value A		2,969
RidgeWorth Mid Cap Value Equity I		6,311
RidgeSource Partners International Select Growth A		12,674
Rydex Government Long Bond 1.2x Strategy Adv		27,183
Rydex S&P 500 Pure Value H		396
Sentinel Government Securities		893

NOTE F – INVESTMENTS CERTIFIED BY CUSTODIAN (UNAUDITED) – Continued

TCW Total Return Bond N		1,697
UMB Scout International		741
Van Eck Global Hard Assets A		2,161
Van Kampen Small Cap Value		7,004
Vanguard Equity Income Fund		7,200
Vanguard Inflation Protected Securities Institutional		16,836
Vanguard Interm Term Treasury		60,010
Vanguard International Value		2,070
Vanguard Reit Index Fund		5,176
Vanguard Small Cap Growth Index Institutional		6,423
Vanguard Small Cap Value Index		403
Victory Diversified Stock Fund A		19,869
Victory Small Company Opportunity A		4,414
Wells Fargo Advantage Common Stock A		8,564

Fidelity pooled separate accounts:

American Century Small Cap Value	28,736	
BlackRock US Opportunities Inv A	142,487	
Capital World Bond R3	33,520	
Capital World Growth & Income R3	*269,029	
EatonVance Large-Cap Value A	94,277	
Europacific R3	*364,015	
Federated Total Return Govt	*176,844	
Fidelity Select MM	*489,779	
Fundamental Investors R3	*340,862	
Growth Fund of America R3	*262,946	
Heartland Select Value	*227,181	
Income Fund of America R3	155,584	
AIM Midcap Core Equity	55,736	
Keeley Small Cap Value A	23,445	
Nationwide S&P 500 Index A	103,861	
PIMCO Total Return D	*553,658	
Royce Value Plus Svc	123,553	
Total	3,445,513	2,686,547

*Represents fund which exceeds 5% of net assets for that year.

NOTE G – FAIR VALUE MEASUREMENTS

During 2008, the plan implemented Financial Accounting Standards Board Statement No. 157(FAS-157), *Fair Value Measurements*, which establishes a framework for measuring fair value. That framework proves 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 und FASB statement no. 157 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 are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
-

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

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

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

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

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

NOTE G – FAIR VALUE MEASUREMENTS –Continued

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.

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

	Level 1	Level 2	Level 3	Total
Mutual funds	$3,445,513			$3,445,513
	$3,445,513			$3,445,513

SUPPLEMENTAL INFORMATION

SUPPLEMENTAL INFORMATION
PHOENIX 401 (k) PLAN
EMPLOYERS ID# 74-2993225; PLAN #002
FORM 5500, SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

(a)	(b)	(c)	(d)	(e)
Party in interest	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
*	Fidelity Investments	American Century Small Cap Value	**	28,736
*	Fidelity Investments	BlackRock US Opportunities Inv A	**	142,487
*	Fidelity Investments	Capital World Bond R3	**	33,520
*	Fidelity Investments	Capital World Growth & Income R3	**	269,029
*	Fidelity Investments	Cash Mgmt Trust R3	**	0
*	Fidelity Investments	Eaton Vance Large-Cap Value A	**	94,277
*	Fidelity Investments	Europacific R3	**	364,015
*	Fidelity Investments	Federated Total Return Govt	**	176,844
*	Fidelity Investments	Fidelity Select MM	**	489,779
*	Fidelity Investments	Fundamental Investors R3	**	340,862
*	Fidelity Investments	Growth Fund of America 3	**	262,946
*	Fidelity Investments	Heartland Select Value	**	227,181
*	Fidelity Investments	Income Fund of America R3	**	155,584
*	Fidelity Investments	Aim Midcap Core Equity	**	55,736
*	Fidelity Investments	Keeley Small Cap Value A	**	23,445
*	Fidelity Investments	Nationwide S&P 500 Index A	**	103,861
*	Fidelity Investments	PIMCO Total Return D	**	553,658

SUPPLEMENTAL INFORMATION
PHOENIX 401 (k) PLAN
EMPLOYERS ID# 74-2993225; PLAN #002
FORM 5500, SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2009

(a)	(b)	(c)	(d)	(e)
Party in interest	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
*	Fidelity Investments	Royce Value Plus Svc	**	123,553
	Total			3,445,513

* Party in interest

** Column (d) "Cost has been omitted for this plan. The Assets are held in a pooled separate account (PSA) within an Investment company. All investments are participant directed.

SUPPLEMENTAL INFORMATION
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DECEMBER 31, 2009

(a)	(b)	(c)	(d)	(e)
Party in interest	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
*	Fidelity Investments	American Century Small Cap Value	**	28,736
*	Fidelity Investments	BlackRock US Opportunities Inv A	**	142,487
*	Fidelity Investments	Capital World Bond R3	**	33,520
*	Fidelity Investments	Capital World Growth & Income R3	**	269,029
*	Fidelity Investments	Cash Mgmt Trust R3	**	0
*	Fidelity Investments	Eaton Vance Large-Cap Value A	**	94,277
*	Fidelity Investments	Europacific R3	**	364,015
*	Fidelity Investments	Federated Total Return Govt	**	176,844
*	Fidelity Investments	Fidelity Select MM	**	489,779
*	Fidelity Investments	Fundamental Investors R3	**	340,862
*	Fidelity Investments	Growth Fund of America 3	**	262,946
*	Fidelity Investments	Heartland Select Value	**	227,181
*	Fidelity Investments	Income Fund of America R3	**	155,584
*	Fidelity Investments	Aim Midcap Core Equity	**	55,736
*	Fidelity Investments	Keeley Small Cap Value A	**	23,445
*	Fidelity Investments	Nationwide S&P 500 Index A	**	103,861
*	Fidelity Investments	PIMCO Total Return D	**	553,658

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