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
ALPHA THOUGHT 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/04/2002

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

15 EBY CHIQUES ROAD
MT. JOY, PA 17552-9317

2b Employer Identification Number (EIN) 11-3648648

2c Sponsor's telephone number 717-653-5340

2d Business code (see instructions) 561490

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.	10/13/2010	ERIC GROSSMAN
	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")
ALPHA THOUGHT GLOBAL, INC.

15 EBY CHIQUES ROAD
MT. JOY, PA 17552-9317

3b Administrator's EIN
11-3648648

3c Administrator's telephone number
717-653-5340

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**	192
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**	190
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	211
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	211
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	122
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 2G 2F 2J 2K

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

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

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

A Name of plan
ALPHA THOUGHT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALPHA THOUGHT GLOBAL, INC.

D Employer Identification Number (EIN)
11-3648648

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

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?
37 50	RECORDKEEPER	12881	Yes [X] No [ ]	Yes [ ] No [X]	3662	Yes [ ] No [X]

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

ING FINANCIAL PARTNERS

090 LOCUST ST
DES MOINES, IA 50309-2803

71-0294708

(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?
52	BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	7590	Yes [ ] No [X]

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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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
ALPHA THOUGHT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALPHA THOUGHT GLOBAL, INC.

D Employer Identification Number (EIN)
11-3648648

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	27176	33509
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	9634	17161
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1336139	1741593
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1372949	1792263
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	1224
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	1224
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1372949	1791039

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)	0	
(B) Participants	2a(1)(B)	224344	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		224344
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	799	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		799
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)		
c Other income	2c		258547
d Total income. Add all **income** amounts in column (b) and enter total	2d		483690
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	63025	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		63025
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2575	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2575
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		65600
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		418090
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: JEFFREY W. KROL & ASSOCIATES, LTD. (2) EIN: 36-3094368

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		150000
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
ALPHA THOUGHT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALPHA THOUGHT GLOBAL, INC.

D Employer Identification Number (EIN)
11-3648648

Part I Distributions

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

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

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

EIN(s): 31-4156830

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):

ALPHA THOUGHT 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

ALPHA THOUGHT 401(k) PLAN
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Jeffrey W. Krol & Associates, Ltd.

CERTIFIED PUBLIC ACCOUNTANTS

Presidents Plaza
8700 W. Bryn Mawr, Suite 810 North
Chicago, Illinois 60631
(773) 399-1390 • Fax (773) 399-1223
http://www.jwkrol.com

Independent Auditor's Report

To the Trustees of
Alpha Thought 401(k) Plan:

We were engaged to audit the financial statements of Alpha Thought 401(k) Plan as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of and for the year ended December 31, 2009 as listed in the accompanying table of contents. 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 4, which was certified by Nationwide Financial Services Inc., including its subsidiary Nationwide Trust Company, FSB, a division of Nationwide Bank, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 certifications 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 supplemental schedules taken as a whole. The form and content of the information included in

the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, 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.

Jeffrey W. Krol & Associates, Ltd.

Jeffrey W. Krol & Associates, Ltd.

Chicago, Illinois
September 16, 2010

ALPHA THOUGHT 401(K) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

ASSETS

	2009	2008
Investments at fair value:		
Money market fund	$ 33,509	$ 27,176
Registered investment companies	1,741,593	1,336,139
Participant loans	17,161	9,634
Total Investments	1,792,263	1,372,949

LIABILITIES

Ineligible deferrals	1,224	–
Total Liabilities	1,224	–
Net Assets Available for Benefits	$1,791,039	$1,372,949

The Accompanying Notes Are an Integral Part of These Financial Statements

ALPHA THOUGHT 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2009

	2009
Additions to net assets attributed to:	
Investment Income:	
Net appreciation in fair value of investments	$ 258,547
Interest	799
	259,346
Contributions:	
Participants	224,344
Total Additions	483,690
Deductions from net assets attributed to:	
Benefits paid to participants	63,025
Administrative fees	2,575
Total Deductions	65,600
Net Increase	418,090
Net Assets Available for Benefits	
Beginning of the year	1,372,949
End of Year	$ 1,791,039

The Accompanying Notes Are an Integral Part of These Financial Statements

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the Alpha Thought 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined contribution plan with a 401(k) provision covering all employees of Alpha Thought Global, Inc. (the "Company"). The Plan and the Trust of which it is a part are intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Employees of the Company who have reached 21 years of age and have completed six months of service are eligible to participate in salary deferrals and the discretionary profit sharing contributions of the Company on entrance dates consisting of the first day of each quarter.

Contributions

Each year, participants may contribute pre-tax compensation up to the lesser of the Federal Statutory limit or 100% of the participant's annual compensation, subject to certain limitations, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined-benefit or contribution plans (rollovers).

The Company, through an annual board of directors' resolution, may contribute to the Plan the following amounts: the total amount of the salary reduction a participant elected to defer, a discretionary matching contribution equal to a uniform percentage of the amount of salary reduction a participant elected to defer, which percentage is determined every year and a discretionary profit sharing contribution.

A participant must complete a year of service during the Plan year and be actively employed on the last day of the Plan year

NOTE 1. DESCRIPTION OF THE PLAN (continued)

Contributions (continued)
to share in the matching and profit sharing contributions, respectively. The Company did not make any matching or profit sharing contributions for the years ended December 31, 2009 and 2008, respectively.

Participants' Investment Options
Participants must direct their salary deferral contributions to selected investments as made available and determined by the Plan Administrator. Participants may change their investment options at any time.

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

Vesting
Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's discretionary matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service. Participants become 100% vested if employment is terminated due to death, disability or retirement.

Forfeitures
Non-vested portions of a terminated participant's account are retained in the Plan and used to reduce administrative expenses. If additional forfeitures remain after reducing administrative expenses, they can be used to reduce future Company contributions. There were no unallocated forfeitures at December 31, 2009 and 2008, respectively.

NOTE 1. DESCRIPTION OF THE PLAN (continued)

Payment of Benefits
Upon retirement, termination of service, disability or death, a participant or his/her beneficiary will receive a lump-sum payment equal to the value of the vested interest in his/her account. The Plan's provisions also provide for withdrawals in the event of financial hardship, as defined by the Plan.

Participant Loans
Participants may borrow from their fund accounts a minimum of $1,000 and a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant's loan fund. Loan terms shall not exceed five years unless the loan is used to purchase a principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan Administrator. The Plan is charging interest on the loans at rates between 4.75% and 9.75% at December 31, 2009. Principal and interest are paid through bi-weekly payroll deductions. The loans mature at various dates through January 2014.

NOTE 2. SUMMARY OF SIGNIFICANT ACOCUNITNG POLICIES

Basis of Accounting
The plan's financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition
Investments in registered investment companies are reported at fair value. Participant loans are valued at cost which approximate fair value.

Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gain and losses on investments bought and sold as well as held during the year.

NOTE 2. SUMMARY OF SIGNIFICANT ACOCUNITNG POLICIES (continued)

Use of Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of Benefits
Benefit payments are recorded when paid.

Administrative Fees
Substantially all of the expenses incurred in the administration of the Plan are charged to, and paid by, the Plan. The plan administrator does absorb certain expenses of the Plan.

Date of Management's Review
The plan has evaluated subsequent events through September 16, 2010, the date the financial statements were available to be issued.

NOTE 3. INCOME TAX STATUS

Application for an Internal Revenue Service Determination Letter for the Plan has not been made by the Company. However, because the Plan is an adoption, albeit a standardized adoption, of a prototype plan that is the subject of a favorable Determination Letter, the Plan Sponsor believes the Plan's design complies with applicable laws and regulations.

NOTE 4. INFORMATION CERTIFIED BY NATIONWIDE FINANCIAL SERVICES, INC.

The plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not

NOTE 4. INFORMATION CERTIFIED BY NATIONWIDE FINANCIAL SERVICES, INC. (continued)

to perform any auditing procedures with respect to the following information certified by Nationwide Financial Services, Inc., including its subsidiary Nationwide Trust Company, FSB, a division of Nationwide Bank (Nationwide) except for comparing such information certified by the custodian to information included in the Plan's financial statements and supplemental schedules.

The following table presents the fair value of the investments in this Plan that were certified by Nationwide. Single investments representing more than 5% of the Plan's net assets as of December 31, 2009 and 2008 are identified with an asterisk.

		2009		2008
Investments held by Nationwide Financial Services:				
American Balanced Fund	$	51,388	* $	35,318
American Century Inflation Bond Fund		125		-
American Century Value Fund	*	71,661		61,160
American Funds Capital World Growth		60,282	*	46,672
American Funds Growth Fund of America	*	91,847	*	62,112
Baron Growth Fund		40,420		31,908
Baron Small Cap Fund		24,981		13,954
Calvert Large Cap Growth Fund		475		199
Delaware Corporate Bond		49,368		48,775
Eagle Series MidCapStk A		47,631		43,545
JP Morgan Mid Cap Value Fund A	*	117,072	*	89,577
Nationwide Bond Index Fund A	*	133,467	*	109,624
Nationwide Investor Destinations Aggressive		54,701		38,226
Nationwide Investor Destinations Conservative	*	87,997		77,999
Nationwide Investor Destinations Moderate	*	123,402	*	91,004
Nationwide Investor Destinations Moderate Conservative		60,139		36,156

NOTE 4. INFORMATION CERTIFIED BY NATIONWIDE FINANCIAL SERVICES, INC. (continued)

		2009		2008
Nationwide Investor Destinations Moderate Aggressive		24,422		16,263
Nationwide Money Market		33,509		27,176
Nationwide Short Duration Bond Fund	*	257,190		191,299
Nationwide Small Cap Index		3,538		2,880
Nationwide S&P 500 Index Fund	*	77,448	*	58,567
PIMCO Real Return Fd A	*	71,536		52,726
RdgWrth Small Cap Value Equity		43,618		30,911
Rsvlt AntiTerror MultiCap		22,204		15,874
Thornburg International Value Fund		44,909		21,399
Van Kampen Common Stock Fund A		39,325		27,043
Van Kampen Equity and Income		31,036		23,658
Van Kampen Global Franchise Fund	*	82,657	*	80,048
Victory Portfolio Diversified		28,754		29,242
		$ 1,775,102		$ 1,363,315

Nationwide also certified to the completeness and accuracy of $258,747 of net appreciation in fair value related to the aforementioned investments for the year ended December 31, 2009.

NOTE 5. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, Fair *Value Measurements and Disclosures*, provides framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

NOTE 5. FAIR VALUE MEASUREMENTS (continued)

Level 1: Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities that are traded in an active exchange market, as well as U.S. Treasury securities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quotes prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted market prices that are traded less frequently than exchange-traded instruments. This category generally includes certain U.S. Government and agency mortgage-backed debt securities, corporate-debt securities and alternative investments.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain private debt and equity instruments and alternative investments.

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

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

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

NOTE 5. FAIR VALUE MEASUREMENTS (continued)

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

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

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

December 31, 2009	Fair Value	Level 1	Level 2	Level 3
Mutual Funds	$1,741,593	$1,741,593	$ -	$ -
Money Market	33,509	33,509	-	-
Participant Loans	17,161	-	-	17,161
Total	$1,792,263	$1,775,102	$ -	$ 17,161

December 31, 2008	Fair Value	Level 1	Level 2	Level 3
Mutual Funds	$1,336,139	$1,336,139	$ -	$ -
Money Market	27,176	27,176	-	-
Participant Loans	9,634	-	-	9,634
Total	$1,372,949	$1,363,315	$ -	$ 9,634

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

	Participant Loans
Balance, beginning of year	$ 9,634
Purchases, sales, issuances, and settlements (net)	7,527
Balance, end of year	$ 17,161

NOTE 6. PLAN TERMINATION

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

NOTE 7. PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in shares of Nationwide mutual funds. Nationwide Financial Services acts as custodian for those investments as defined by the Plan. In addition, Nationwide is considered a party-in-interest as defined by ERISA section 3(14)(G). These investments had total market values of $855,813 and $649,194 at December 31, 2009 and 2008, respectively. Transactions in such investments qualify as party-in-interest transactions which are allowable under Section 408(b)(8) of ERISA and the regulations promulgated thereunder.

NOTE 8. RISKS AND UNCERTAINTIES

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

NOTE 9. SUBSEQUENT EVENTS

Effective January 1, 2010, the Plan has a new investment manager.

SUPPLEMENTARY INFORMATION

AS REQUIRED BY ERISA AND

THE DEPARTMENT OF LABOR

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue, Borrower, Lessor or Similiar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value Number of Shares / Interest Rate / Maturity Date	(d) Cost	(e) Current Value
	Nationwide Financial Services, Inc.	American Balanced Fund	N/R	$ 51,388
	Nationwide Financial Services, Inc.	American Century Inflation Bond	N/R	125
	Nationwide Financial Services, Inc.	American Century Value Fund	N/R	71,661
	Nationwide Financial Services, Inc.	American Funds Capital World Growth	N/R	60,282
	Nationwide Financial Services, Inc.	American Funds Growth of America	N/R	91,847
	Nationwide Financial Services, Inc.	Baron Growth Fund	N/R	40,420
	Nationwide Financial Services, Inc.	Baron Small Cap Fund	N/R	24,981
	Nationwide Financial Services, Inc.	Calvert Large Cap Growth Fund	N/R	475
	Nationwide Financial Services, Inc.	Delaware Corporate Bond	N/R	49,368
	Nationwide Financial Services, Inc.	Eagle Series MidCapStk A	N/R	47,631
	Nationwide Financial Services, Inc.	JP Morgan Mid Cap Value Fund A	N/R	117,072
*	Nationwide Financial Services, Inc.	Nationwide Bond Index Fund A	N/R	133,467
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Agg.	N/R	54,701
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Cons.	N/R	87,997
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Mod.	N/R	123,402
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Mod. Cons.	N/R	60,139
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Mod. Agg.	N/R	24,422
*	Nationwide Financial Services, Inc.	Nationwide Money Market	N/R	33,509
*	Nationwide Financial Services, Inc.	Nationwide Short Duration Bond Fund	N/R	257,190
*	Nationwide Financial Services, Inc.	Nationwide Small Cap Index	N/R	3,538
*	Nationwide Financial Services, Inc.	Nationwide S&P 500 Index Fund	N/R	77,448
	Nationwide Financial Services, Inc.	PIMCO Real Return Fd A	N/R	71,536
	Nationwide Financial Services, Inc.	RdgWrth Small Cap Value Equity	N/R	43,618
	Nationwide Financial Services, Inc.	Rsvlt AnitTerror MultiCap	N/R	22,204
	Nationwide Financial Services, Inc.	Thornburg International Value Fund	N/R	44,909
	Nationwide Financial Services, Inc.	Van Kampen Common Stock Fund A	N/R	39,325
	Nationwide Financial Services, Inc.	Van Kampen Equity and Income	N/R	31,036
	Nationwide Financial Services, Inc.	Van Kampen Global Franchise Fund	N/R	82,657
	Nationwide Financial Services, Inc.	Victory Portfolio Diversified	N/R	28,754
	Participant Loans - Various loans with interest rates from 4.75% to 9.75%		-	17,161
				$ 1,792,263

The above information with the exception of the participant loans has been certified as complete and accurate by Nationwide Financial Services, Inc.

*Represents a party-in-interest.

N/R = Participant directed investment, cost not required to be reported.

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of Issue, Borrower, Lessor or Similiar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value Number of Shares / Interest Rate / Maturity Date	(d) Cost	(e) Current Value
	Nationwide Financial Services, Inc.	American Balanced Fund	N/R	$ 51,388
	Nationwide Financial Services, Inc.	American Century Inflation Bond	N/R	125
	Nationwide Financial Services, Inc.	American Century Value Fund	N/R	71,661
	Nationwide Financial Services, Inc.	American Funds Capital World Growth	N/R	60,282
	Nationwide Financial Services, Inc.	American Funds Growth of America	N/R	91,847
	Nationwide Financial Services, Inc.	Baron Growth Fund	N/R	40,420
	Nationwide Financial Services, Inc.	Baron Small Cap Fund	N/R	24,981
	Nationwide Financial Services, Inc.	Calvert Large Cap Growth Fund	N/R	475
	Nationwide Financial Services, Inc.	Delaware Corporate Bond	N/R	49,368
	Nationwide Financial Services, Inc.	Eagle Series MidCapStk A	N/R	47,631
	Nationwide Financial Services, Inc.	JP Morgan Mid Cap Value Fund A	N/R	117,072
*	Nationwide Financial Services, Inc.	Nationwide Bond Index Fund A	N/R	133,467
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Agg.	N/R	54,701
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Cons.	N/R	87,997
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Mod.	N/R	123,402
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Mod. Cons.	N/R	60,139
*	Nationwide Financial Services, Inc.	Nationwide Investor Destination Mod. Agg.	N/R	24,422
*	Nationwide Financial Services, Inc.	Nationwide Money Market	N/R	33,509
*	Nationwide Financial Services, Inc.	Nationwide Short Duration Bond Fund	N/R	257,190
*	Nationwide Financial Services, Inc.	Nationwide Small Cap Index	N/R	3,538
*	Nationwide Financial Services, Inc.	Nationwide S&P 500 Index Fund	N/R	77,448
	Nationwide Financial Services, Inc.	PIMCO Real Return Fd A	N/R	71,536
	Nationwide Financial Services, Inc.	RdgWrth Small Cap Value Equity	N/R	43,618
	Nationwide Financial Services, Inc.	Rsvlt AnitTerror MultiCap	N/R	22,204
	Nationwide Financial Services, Inc.	Thornburg International Value Fund	N/R	44,909
	Nationwide Financial Services, Inc.	Van Kampen Common Stock Fund A	N/R	39,325
	Nationwide Financial Services, Inc.	Van Kampen Equity and Income	N/R	31,036
	Nationwide Financial Services, Inc.	Van Kampen Global Franchise Fund	N/R	82,657
	Nationwide Financial Services, Inc.	Victory Portfolio Diversified	N/R	28,754
	Participant Loans - Various loans with interest rates from 4.75% to 9.75%		-	17,161
				$ 1,792,263

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N/R = Participant directed investment, cost not required to be reported.