

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

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>PRIMUS INTERNATIONAL, INC. 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>10/01/1985</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>PRIMUS INTERNATIONAL, INC.</u> <u>610 NE BELLEVUE WAY, SUITE 200</u> <u>BELLEVUE, WA 98004</u>	2b Employer Identification Number (EIN) <u>91-0941460</u>	2c Sponsor's telephone number <u>425-688-0444</u>	2d Business code (see instructions) <u>336410</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2010</u>	<u>JAMES R NAYLOR</u>
	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

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PRIMUS INTERNATIONAL, INC. 610 NE BELLEVUE WAY, SUITE 200 BELLEVUE, WA 98004		3b Administrator's EIN 91-0941460
3c Administrator's telephone number 425-688-0444		

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	892
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	603
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	74
d Subtotal. Add lines 6a , 6b , and 6c	6d	680
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	681
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	440
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	19

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2K 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) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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 PRIMUS INTERNATIONAL, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 PRIMUS INTERNATIONAL, INC.	D Employer Identification Number (EIN) 91-0941460	

Part I	Service Provider Information (see instructions)
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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
BANK OF AMERICA, N.A.
94-1687665

(b) Enter name and EIN or address of person who provided you disclosure 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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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 52 56 59 60 62 63 72	RECORDKEEPER	120	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>PRIMUS INTERNATIONAL, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PRIMUS INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>91-0941460</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	45895	
(2) Participant contributions	1b(2)	33116	
(3) Other.....	1b(3)	3170	3176
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		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)	12229	11458
(9) Value of interest in common/collective trusts.....	1c(9)	2268001	2755565
(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)	13158229	17118313
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	15520640	19888512

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		100683
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	100683

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15520640	19787829
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	421297	
(B) Participants	2a(1)(B)	1314450	
(C) Others (including rollovers)	2a(1)(C)	72955	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1808702

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1135	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1141
(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)	254018	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		254018
(3) Rents	2b(3)		
(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)	0	
(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)		201595
(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)		3532721
c Other income.....	2c		1928
d Total income. Add all income amounts in column (b) and enter total.....	2d		5800105

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1423133	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1423133
f Corrective distributions (see instructions)	2f		109663
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		0
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)	120	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		120
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1532916

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4267189
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: PETERSON SULLIVAN, LLP

(2) EIN: 91-0605875

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.).....	X		7485
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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		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)

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 <u>PRIMUS INTERNATIONAL, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PRIMUS INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>91-0941460</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u> <u>22-3513863</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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): _____

- 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): _____

**PRIMUS INTERNATIONAL, INC.
401(k) RETIREMENT PLAN**

FINANCIAL REPORT

DECEMBER 31, 2009

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PETERSON SULLIVAN LLP

CERTIFIED PUBLIC ACCOUNTANTS

601 UNION STREET, SUITE 2300

SEATTLE, WASHINGTON 98101

INDEPENDENT AUDITORS' REPORT

To the Plan Administrative Committee
Primus International, Inc. 401(k) Retirement Plan
Bellevue, Washington

We were engaged to audit the financial statements and supplementary schedules of the Primus International, Inc. 401(k) Retirement Plan ("the Plan") as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and 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 5, which was certified by Bank of America, N.A., the trustee of the Plan for 2009, and Merrill Lynch Bank & Trust Company, the trustee of the Plan for 2008, except for comparing the information with the related information included in the financial statements and supplementary schedules. We have been informed by the Plan Administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained a certification from the trustees as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan Administrator by the trustees 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 supplementary schedules taken as a whole. The form and content of the information included in the financial statements and supplementary 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 and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Peterson Sullivan LLP

October 7, 2010

PRIMUS INTERNATIONAL, INC.
401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

ASSETS	2009	2008
Investments, at fair value		
Mutual funds	\$ 17,118,313	\$ 13,158,229
Common/collective trust fund	2,755,565	2,268,001
	19,873,878	15,426,230
Participant loans	11,458	12,229
Receivables		
Employers' contributions		45,895
Participants' contributions		33,116
Accrued income	3,176	3,170
Total receivables	3,176	82,181
Total assets	19,888,512	15,520,640
 LIABILITIES		
Corrective Distributions Payable	100,683	
Net assets available for benefits, at fair value	19,787,829	15,520,640
Adjustment from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts	201,050	366,146
NET ASSETS AVAILABLE FOR BENEFITS	\$ 19,988,879	\$ 15,886,786

See Notes to Financial Statements

PRIMUS INTERNATIONAL, INC.
401(k) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions to (deductions from) Net Assets		
Investment income (loss)		
Net appreciation (depreciation) in fair value of mutual funds	\$ 3,532,721	\$ (6,696,881)
Dividends and interest	<u>293,586</u>	<u>454,557</u>
	3,826,307	(6,242,324)
Contributions		
Participants'	1,314,450	1,485,598
Employers'	421,297	693,869
Rollovers from other qualified plans	<u>72,955</u>	<u>52,127</u>
	<u>1,808,702</u>	<u>2,231,594</u>
Total additions (deductions)	5,635,009	(4,010,730)
Other Deductions from Net Assets		
Benefits paid to participants	1,423,133	830,023
Corrective distributions	109,663	
Administrative expenses	<u>120</u>	<u>101</u>
Total other deductions	<u>1,532,916</u>	<u>830,124</u>
Net increase (decrease)	4,102,093	(4,840,854)
Net Assets Available for Benefits		
Beginning of year	15,886,786	15,005,342
Transfer of assets into Plan		<u>5,722,298</u>
End of year	<u><u>\$ 19,988,879</u></u>	<u><u>\$ 15,886,786</u></u>

See Notes to Financial Statements

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of Plan

The following description of the Primus International, Inc. 401(k) Retirement Plan ("the Plan") provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established for the benefit of eligible employees of Primus International, Inc. and participating subsidiaries ("the Company"). Management of the Company manages the operation and administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

In a previous year, the Company acquired an additional subsidiary, Walden's Machine, Inc. ("Walden's"), which sponsored a similar retirement plan. Effective April 1, 2008, employees of Walden's were eligible to become participants of the Plan. Assets related to accounts of participants that had been included in the plan sponsored by Walden's were transferred into the Plan in April 2008.

Eligibility and Vesting

All employees who are not covered under a collective bargaining agreement who have attained age 18 and completed 60 days of service are eligible to participate in the Plan (changed from one year of service to ninety days of service effective June 1, 2008, and from 90 days of service to 60 days of service effective June 1, 2009). Employee contributions and related earnings are 100% vested at all times. Employer contributions and related earnings become 100% vested to the participant after completing one year of service, as defined by the Plan (changed from six-year graded vesting effective June 1, 2008).

Contributions

In general, participants may voluntarily elect to defer up to 50% of eligible annual compensation to the Plan, subject to the applicable limits of the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified plans (rollovers from other qualified plans).

The Company may make matching contributions to the Plan equal to 50% of the participant's contribution up to 5% of their compensation (changed from 10% of their compensation to 5% of their compensation effective May 1, 2009). Effective April 1, 2009, highly compensated employees, as defined by the Plan, are not eligible to receive matching contributions. Additional qualified matching contributions and qualified non-elective contributions may be made at the Company's discretion. All contributions by the Company in 2009 and 2008 were regular matching contributions. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of both the Company's contribution and Plan earnings and losses. Allocations of earnings and losses are based on a participant's account balance. A participant is entitled to the benefit that can be provided from the participant's vested account.

Participants direct their proportionate share (vested and non-vested) of Plan assets to a variety of investment funds.

Participant Loans

Participant loans are not permitted under the Plan; however, participant loans were permitted under the former Hansen Machine and University Swaging 401(k) plans, which were rolled into the Plan effective January 1, 2001. The outstanding balances of all loans under these former plans were transferred to the Plan and are being repaid in accordance with the terms of the former plans. The interest rates range from 8.75% to 9.50% for loans outstanding at December 31, 2009, with various maturity dates through March 2020. All principal and interest repayments are allocated to the Plan's investment funds based on participant's investment elections at the time of repayment.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant or the participant's beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments. Distributions can also be made under certain hardship provisions as defined within the Plan document.

Forfeitures

Provisions of the Plan provide that upon termination of employment, participants are entitled to receive their vested portion of the net assets of the Plan. Any amounts not vested at the time of termination are forfeited and used first to reduce future employer contributions. Any amount remaining will be used to offset Plan expenses and then allocated to participant's accounts. Forfeitures were \$8,017 and \$9,450 in 2009 and 2008, respectively. None of the forfeitures were used to reduce employer contributions in 2009 or 2008. At December 31, 2009 and 2008, unused forfeitures (which can be used to reduce employer contributions in the future) totaled \$19,902 and \$10,978, respectively.

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 that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Plan Amendments

Effective in 2009, the Plan was amended as follows:

- Effective April 1, 2009, highly compensated employees, as defined by the Plan, are not eligible for matching contributions from the Company.
- Effective May 1, 2009, the matching contribution from the Company to the Plan was changed to 50% of the participant's contribution up to 5% of their compensation (formerly it was 50% of the participant's contribution up to 10% of their compensation).
- Effective June 1, 2009, eligibility is the first day of the month following completion of 60 days of service (formerly the first day of the month following completion of 90 days of service).

Effective June 1, 2008, the Plan was amended as follows:

- Eligibility is the first day of the month following completion of 90 days of service (formerly the first day of the first quarter after completing one year of service).
- Employer match is 100% vested after one year of service (formerly it was six-year graded vesting).
- Employee contribution limit is 50% of compensation up to the IRS annual limit (formerly 15% of compensation up to the IRS limit).
- All enrollment, fund, or deferral percentage changes are made directly through Merrill Lynch Bank & Trust Company ("Merrill Lynch") (formerly such changes were made through the Company's human resources department).
- Employer match is funded each pay period (formerly the match was funded quarterly).

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Contributions

Contributions from participants are recorded in the period in which they are withheld from the participant's compensation. Matching contributions from the Company are recorded in the period in which the related participant contributions are recorded.

Payment of Benefits

Benefit payments are recorded when paid.

Administrative Expenses

Administrative expenses relate to Plan administration, custodianship of investments, and the Plan audit, and are paid by the Company.

Investment Valuation and Income Recognition

Investments in mutual funds are valued at fair value as determined by the Plan trustee based on quoted market prices on the last business day of the year. Investments in common/collective trust funds are valued using the Net Asset Value ("NAV") provided by the administrators of the funds. The NAV is based on the fair value of the underlying assets, less any liabilities, then divided by the number of units outstanding. The underlying assets of the common/collective trust funds are various investment vehicles including guaranteed investment contracts, debt securities of the U.S. Government and agencies thereof, and money market instruments. Loans to Plan participants are valued at cost, plus accrued interest, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Bank of America, N.A. Retirement Preservation Trust's estimated fair value and contract value is based on the underlying investment contract as reported by the trustee. As described in ASC 946, *Financial Services-Investment Companies* and ASC 962, *Plan Accounting – Defined Contribution Pension Plans* (formerly Financial Accounting Standards Board Staff Position Nos. AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The investment contract is included in the statements of net assets available for benefits at fair value as well as the adjustment of the investment contract from fair value to contract value. The statements of changes in net assets available for benefits are prepared on contract value basis. The Plan invests in investment contracts through a common/collective trust fund.

Fair Value Measurements

Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement determined based on assumptions that market participants would use in pricing an asset or liability. There are three levels which prioritize the inputs used in measuring fair value as follows:

- Level 1: Observable market inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Observable market inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs where there is little or no market data, which require the reporting entity to develop its own assumptions.

An asset's or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following tables represent information about the Plan's assets that have been measured at fair value on a recurring basis as of December 31, 2009 and 2008, and indicate the classification by level of input within the fair value hierarchy described above:

Fair Value Measurements for Investments at December 31, 2009, using:				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Growth funds	\$ 4,195,531	\$ -	\$ -	\$ 4,195,531
Value funds	3,854,954			3,854,954
Income funds	2,765,409			2,765,409
Blend funds	2,749,582			2,749,582
Bond funds	2,657,727			2,657,727
Flexible portfolio funds	636,820			636,820
Index funds	258,290			258,290
Common/Collective Trust Fund		2,755,565		2,755,565
Participant Loans			11,458	11,458
Total investments at fair value	<u>\$ 17,118,313</u>	<u>\$ 2,755,565</u>	<u>\$ 11,458</u>	<u>\$ 19,885,336</u>

Fair Value Measurements for Investments at December 31, 2008, using:				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Value funds	\$ 2,785,297	\$ -	\$ -	\$ 2,785,297
Growth funds	2,766,216			2,766,216
Income funds	2,427,343			2,427,343
Blend funds	2,316,098			2,316,098
Bond funds	2,162,147			2,162,147
Flexible portfolio funds	506,994			506,994
Index funds	194,134			194,134
Common/Collective Trust Fund		2,268,001		2,268,001
Participant Loans			12,229	12,229
Total investments at fair value	<u>\$ 13,158,229</u>	<u>\$ 2,268,001</u>	<u>\$ 12,229</u>	<u>\$ 15,438,459</u>

The table below is a summary of changes in the fair value of the Plan's Level 3 assets (participant loans) for the years ended December 31, 2009 and 2008:

Balance at December 31, 2007	\$ 12,930
Repayments	<u>(701)</u>
Balance at December 31, 2008	12,229
Repayments	<u>(771)</u>
Balance at December 31, 2009	<u>\$ 11,458</u>

Subsequent Events

The Plan has evaluated subsequent events through the date these financial statements were available to be issued, which was on October 7, 2010.

Note 3. Plan Tax Status

The Plan has adopted a non-standardized prototype sponsored by its third party administrator. The prototype has received a favorable determination from the Internal Revenue Service. The Company has not received a determination letter as to the qualified status of the Plan's adoption agreement. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Service.

The Plan's federal tax returns are open to examination for the years 2006 to 2009.

Note 4. Investments

Investments are as follows at December 31:

	<u>2009</u>	<u>2008</u>
Investment in a Common/Collective Trust Fund:		
Bank of America, N.A. Retirement Preservation Trust (at contract value)	\$ 2,956,615*	\$ 2,634,147*
Investments in Mutual Funds:		
BlackRock Equity Dividend Fund	2,765,409*	2,427,343*
Davis NY Venture Fund	2,749,582*	2,316,098*
Alger Capital Appreciation Fund	2,124,450*	1,345,090*
Thornburg International Fund	1,571,999*	1,208,161*
Lord Abbett Developing Growth Fund	1,434,912*	1,006,499*
Loomis Sayles Investment Grade Bond Fund	1,429,143*	1,146,090*
American Century Government Bond Fund	1,152,428*	918,673*
Eaton Vance Large Cap Value Fund	1,134,814*	819,068*
Others, less than 5%	2,755,576	1,971,207
	<u>17,118,313</u>	<u>13,158,229</u>
	<u>\$ 20,074,928</u>	<u>\$ 15,792,376</u>

* Investment represents 5% or more of the Plan's net assets available for plan benefits.

These amounts are included in the statements of net assets available for benefits at December 31 as follows:

	<u>2009</u>	<u>2008</u>
Investments, at fair value	\$ 19,873,878	\$ 15,426,230
Adjustment from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contract	<u>201,050</u>	<u>366,146</u>
	<u>\$ 20,074,928</u>	<u>\$ 15,792,376</u>

Note 5. Information Prepared and Certified by Custodian

The following information included in the accompanying financial statements and supplemental schedules as of and for the years ended December 31, 2009 and 2008, was obtained from data that has been prepared and certified as complete and accurate by the trustees, Bank of America, N.A. for 2009 and Merrill Lynch for 2008:

	2009	2008
Investments:		
Mutual funds, at fair value	\$ 17,118,313	\$ 13,158,229
Common/collective trust fund, at contract value	2,956,615	2,634,147
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	3,532,721	(6,696,881)
Dividends and interest	293,586	454,557

Note 6. Investment Contract

The Plan has entered into a benefit-responsive investment contract as part of its investment in the Bank of America, N.A. Retirement Preservation Trust ("the Preservation Trust", a collective trust fund). The Preservation Trust invests primarily in investment contracts such as traditional guaranteed investment contracts ("GICs") and also enters into wrapper contracts ("synthetic GICs"). In a traditional GIC, the issuer takes a deposit from the Preservation Trust and purchases investments that are held in the issuer's general account. In a synthetic GIC structure, the underlying investments are owned by the Preservation Trust and held in trust for plan participants.

The investment contract is included in the statements of net assets available for benefits at fair value and adjusted for the difference between the fair value and contract value. Contract value represents principal amounts invested in the underlying investments, plus interest accrued at a crediting rate established under the contract, less any adjustments for withdrawals. The crediting interest rate was approximately 2.57% and 4.1%, and the average yield rate was approximately 2.35% and 9.49% for 2009 and 2008, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer and based on the characteristics of the underlying fixed income portfolio, but cannot be less than zero. Certain events, such as the premature termination of the contract by the Plan, the termination of the Plan, and a material adverse change to the provisions of the Plan, would limit the Plan's ability to transact at contract value with Bank of America, N.A. The Plan Administrator believes the occurrence of such events that would limit the Plan's ability to transact at contract value with Bank of America, N.A. is not probable.

Note 7. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 19,988,879	\$ 15,886,786
Adjustments from fair value to contract value for fully benefit-responsive investment contract	<u>(201,050)</u>	<u>(366,146)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 19,787,829</u>	<u>\$ 15,520,640</u>

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to net income per Schedule H of Form 5500 for the years ended December 31:

	<u>2009</u>	<u>2008</u>
Net increase (decrease) in net assets available for benefits per the financial statements	\$ 4,102,093	\$ (4,840,854)
Current year adjustment from contract value to fair value for fully benefit-responsive investment contracts	(201,050)	(366,146)
Prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>366,146</u>	<u>14,639</u>
Net income (loss) per Schedule H of Form 5500	<u>\$ 4,267,189</u>	<u>\$ (5,192,361)</u>

Note 8. Plan Termination

The Company expects to continue the Plan indefinitely, but reserves the right to terminate the Plan at any time. Upon termination, the obligation of the employer to make contributions to the Plan shall cease and all amounts credited to the participants' accounts shall be fully vested. The employer may then direct the trustees to either distribute the funds to the participants or continue the trust, with distributions to be made pursuant to the Plan.

Note 9. Party-in-Interest Transactions

Certain Plan investments consist of shares of mutual funds and a common/collective trust fund managed by affiliates of Bank of America, N.A (including BlackRock). Bank of America, N.A is the custodian as defined by the Plan; therefore, transactions with Bank of America, N.A qualify as exempt party-in-interest transactions. These investments amounted to \$6,617,134 and \$5,762,618 at December 31, 2009 and 2008, respectively. The amount of investments includes the common/collective trust fund at contract value (the mutual funds are at fair value).

S U P P L E M E N T A R Y S C H E D U L E S

PRIMUS INTERNATIONAL, INC.
401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT
CONTRIBUTIONS

For the Year Ended December 31, 2009

EIN: 91-0941460

Plan Number: 001

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$ 7,485	\$ -	\$ 7,485	\$ -	\$ -

PRIMUS INTERNATIONAL, INC.
401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2009

EIN: 91-0941460
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	Bank of America, N.A. Retirement Preservation Trust	Common/Collective Trust Fund	**	\$ 2,755,565
*	Black Rock Equity Dividend Fund	Mutual Fund	**	2,765,409
	Davis NY Venture Fund	Mutual Fund	**	2,749,582
	Alger Capital Appreciation Fund	Mutual Fund	**	2,124,450
	Thornburg International Fund	Mutual Fund	**	1,571,999
	Lord Abbett Developing Growth Fund	Mutual Fund	**	1,434,912
	Loomis Sayles Investment Grade Bond Fund	Mutual Fund	**	1,429,143
	American Century Government Bond Fund	Mutual Fund	**	1,152,428
	Eaton Vance Large Cap Value Fund	Mutual Fund	**	1,134,814
	Columbia Mid Cap Value Fund	Mutual Fund	**	664,851
*	BlackRock Global Allocation Fund	Mutual Fund	**	636,820
	Columbia Acorn International Fund	Mutual Fund	**	550,449
	Allianz NFJ Small Cap Value Fund	Mutual Fund	**	483,290
*	BlackRock S&P 500 Index Fund	Mutual Fund	**	258,290
	Van Kampen Mid Cap Growth Fund	Mutual Fund	**	85,720
	Oppenheimer International Bond Fund	Mutual Fund	**	76,156
*	Participant Loans	Interest at 8.75% to 9.5% with various maturity dates from March 2018 through March 2020	0	11,458
				\$ 19,885,336

** Information not required as investments are participant-directed.

Application for Extension of Time To File Certain Employee Plan Returns

► For Privacy Act and Paperwork Reduction Act Notice, see instructions on page 3.

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions) Primus International, Inc. Number, street, and room or suite no. (If a P.O. box, see instructions) 610 NE Bellevue Way, Suite 200 City or town, state, and ZIP code Bellevue, WA 98004			B Filer's identifying number (see instructions). ☒ Employer identification number (EIN). <div style="display: flex; justify-content: space-between;"> 91 0941460 </div> ☐ Social security number (SSN)		
C	Plan name	Plan number	Plan year ending—		
			MM	DD	YYYY
	1 Primus International, Inc. 401(k) Retirement Plan	0 0 1	12	31	2009
	2				
3					

Part II Extension of Time to File Form 5500 or Form 5500-EZ (see instructions)

1 I request an extension of time until 10 / 15 / 2010 to file Form 5500 or Form 5500-EZ.

The application is **automatically approved** to the date shown on line 1 (above) if: (a) the Form 5558 is filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and (b) the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note. A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 (see instructions)

2 I request an extension of time until 10 / 15 / 2010 to file Form 5330.

You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a	Enter the Code section(s) imposing the tax	a
b	Enter the payment amount attached	b
c	For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date	c

3 **State in detail why you need the extension**

The company needs additional time to accurately report.

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► Jane R. Noyl

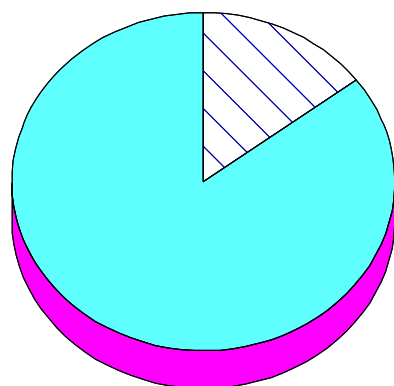
Date ► 5-25-10

REVALUED STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2009 - 12/31/2009

PRIMUS INTERNATIONAL
401(K) RETIREMENT PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



COMMON / COLLECTIVE TRUSTS

MUTUAL FUNDS

LOANS

Investment Category	Shares/Units	Price/NAV	Cost/Book Value	Market Value	Difference
<u>COMMON / COLLECTIVE TRUSTS</u>					
ML RET PRESERVATION TRUST	2,330,132.6200	1.000	2,330,132.62	2,330,132.62	0.00
ML RET PRES TRUST-GM	626,481.9113	1.000	626,481.91	626,481.91	0.00
TOTAL COMMON / COLLECTIVE			2,956,614.53	2,956,614.53	0.00
<u>MUTUAL FUNDS</u>					
COLUMBIA ACORN INTL A	1,476.7346	34.130	39,173.62	50,400.95	11,227.33
COLUMBIA ACORN INTL A GM	14,651.2740	34.130	349,179.51	500,047.98	150,868.47
COLUMBIA MID CAP VALUE FUND A	1,597.4429	11.070	14,043.64	17,683.69	3,640.05
COLUMBIA MID CAP VALUE FUND GM	58,461.3400	11.070	500,152.56	647,167.03	147,014.47
AMERICAN CENT GOV BD FD ADV CL	21,225.7779	10.970	237,184.07	232,846.78	(4,337.29)
AMERICAN CENT GOV BD FD ADV GM	83,826.8729	10.970	935,294.22	919,580.80	(15,713.42)
THORNBURG INTERNATIONAL	34,235.3291	24.720	614,026.60	846,297.34	232,270.74



REVALUED STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2009 - 12/31/2009

PRIMUS INTERNATIONAL
401(K) RETIREMENT PLAN
CONSOLIDATION

Investment Category	Shares/Units	Price/NAV	Cost/Book Value	Market Value	Difference
THORNBURG INTERNATIONAL GM	29,356.8762	24.720	566,477.46	725,701.98	159,224.52
BLACKROCK GLOBAL ALLOC A	35,596.4380	17.890	539,427.87	636,820.28	97,392.41
BLACKROCK EQ DIVIDEND A	143,756.2944	15.820	1,867,726.42	2,274,224.58	406,498.16
BLACKROCK EQ DIVIDEND A GM	31,048.2659	15.820	412,331.57	491,183.57	78,852.00
OPPENHEIMER INTL BD FD CL A	11,899.3348	6.400	71,082.17	76,155.74	5,073.57
ALGER CAPITAL APPRECIATION A	101,943.6461	12.810	891,141.36	1,305,898.11	414,756.75
ALGER CAPITAL APPRECA GM	63,899.4535	12.810	566,522.92	818,552.00	252,029.08
LOOMIS SAYLES INVT GRADE A	29,477.6865	11.680	294,472.00	344,299.38	49,827.38
LOOMIS SAYLES INVT GRADE A GM	92,880.4758	11.680	919,601.68	1,084,843.96	165,242.28
BLACKROCK S&P500 INDEX I	18,950.1079	13.630	207,265.09	258,289.97	51,024.88
ALLIANZ NFJ SM-CAP VALUE CL A	4,745.4050	23.190	90,152.87	110,045.94	19,893.07
ALLIANZ NFJ SM-CAP VL CL A GM	16,095.0355	23.190	310,374.13	373,243.87	62,869.74
VAN KAMPEN MID CAP GROWTH FD A	3,667.9305	23.370	64,544.65	85,719.54	21,174.89
LORD ABBETT DEV GRWTH CL-P	93,418.7743	15.360	989,880.53	1,434,912.37	445,031.84
EATON VANCE LG-CAP VALUE FD A	20,767.3524	16.740	300,887.91	347,645.48	46,757.57
EATON VANCE LG-CAP VAL FD A GM	47,023.2444	16.740	683,647.43	787,169.11	103,521.68
DAVIS NY VENTURE FD CL A	88,753.4562	30.980	2,093,588.93	2,749,582.07	655,993.14
TOTAL MUTUAL FUNDS			13,558,179.21	17,118,312.52	3,560,133.31
<u>LOANS</u>					
LOAN FUND	11,457.6400	1.000	11,457.64	11,457.64	0.00
INVESTMENT TOTAL			16,526,251.38	20,086,384.69	3,560,133.31

REVALUED STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2009 - 12/31/2009

PRIMUS INTERNATIONAL
401(K) RETIREMENT PLAN
CONSOLIDATION

Investment Category	Shares/Units	Price/NAV	Cost/Book Value	Market Value	Difference
UNINVESTED CASH			0.00	0.00	0.00
ACCRUED INCOME			3,176.13	3,176.13	0.00
CASH			0.00	0.00	0.00
TOTAL ASSETS			16,529,427.51	20,089,560.82	3,560,133.31

The balance in the cash fund may be temporarily invested in the CMA Money Fund. Additional amounts not reported as cash may also be invested in the CMA Money Fund pending settlement of trades.

