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
MITRATECH 401K SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1996

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

5900 WILSHIRE BLVD
SUITE 1500
LOS ANGELES, CA 90036

2b Employer Identification Number (EIN) 74-3025949

2c Sponsor's telephone number 323-900-1955

2d Business code (see instructions) 541990

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.	10/14/2010	AFSHIN BEHNIA
	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")

MITRATECH HOLDINGS INC.

5900 WILSHIRE BLVD
SUITE 1500
LOS ANGELES, CA 90036

3b Administrator's EIN: 74-3025949

3c Administrator's telephone number: 323-900-1955

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**	125
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**	76
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	117
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	117
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	99
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
MITRATECH 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MITRATECH HOLDINGS INC.

D Employer Identification Number (EIN)
74-3025949

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS DISTRIBUTORS, INC.

95-2769620

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

ALLIANCEBERNSTEIN L.P.

13-4064930

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

FEDERATED SECURITIES CORP.

5800 CORPORATE DRIVE
2ND FLOOR
PITTSBURGH, PA 15237

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

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

MFS FUND DISTRIBUTORS, INC.

04-2747644

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

OPPENHEIMER FUNDS INC.

13-2527171

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

VICTORY CAPITAL MANAGEMENT

13-2700161

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)

ADP BROKER-DEALER

22-3319984

(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?
60 63	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ADP

22-1467904

(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 37 64 50	RECORD KEEPER	500	Yes [X] No [ ]	Yes [X] No [ ]	0	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
ADP BROKER-DEALER	60 63	0

(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.
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0075 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63	0

(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.
FEDERATED SECURITIES CORP. 5800 CORPORATE DRIVE 2ND FLOOR PITTSBURGH, PA 15237	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	63	0
(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.	
PIONEER INVESTMENT MANAGEMENT, INC 13-1961193	ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0
(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.	
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0
(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.	
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.	

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
ADP BROKER-DEALER	60 63	0
(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.	
MFS FUND DISTRIBUTORS, INC. 04-2747644	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
MITRATECH 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MITRATECH HOLDINGS INC.

D Employer Identification Number (EIN)
74-3025949

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	2030598	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	61201	45728
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		2985568
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2091799	3031296
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2091799	3031296

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)		
	(B) Participants	2a(1)(B)	593189	
	(C) Others (including rollovers)	2a(1)(C)	103698	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		696887
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2166	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2166
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	27229	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		27229
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		400507
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1126789
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	178538	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		178538
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		8254
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	500	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		500
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		187292
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		939497
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CLUMECK STERN SCHENKELBERG & GET (2) EIN: 95-4120221

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		210000
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
MITRATECH 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MITRATECH HOLDINGS INC.

D Employer Identification Number (EIN)
74-3025949

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): 57-1198022

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):

MITRATECH 401(K) SAVINGS PLAN

FINANCIAL REPORT

DECEMBER 31, 2009

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INDEPENDENT AUDITOR'S REPORT

To the Administrator of
Mitratech 401(k) Savings Plan
Los Angeles, California

We were engaged to audit the financial statements of the Mitratech 401(k) Savings Plan as of December 31, 2009 and 2008, and for the year ended December 31, 2009 and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 which was certified by JPMorgan Chase Bank N.A., the trustee of the Plan assets for the year ended December 31, 2009, and Standard Insurance Company, the custodian of the Plan assets for the year ended December 31, 2008, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee and the custodian held the Plan's investment assets and executed investment transactions during their respective years. The plan administrator has obtained certifications from the trustee and the custodian as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the 2009 trustee and 2008 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CLUMECK STERN SCHENKELBERG & GETZOFF
Certified Public Accountants
Employer Identification Number 95-4120221

Encino, California
October 8, 2010

MITRATECH 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments at fair value (Note 3)	$ 2,985,568	$ 2,030,598
Receivables		
Employee deferrals	15,343	-
Employer contributions	-	230
Other	-	1,686
Participants' loans	52,686	102,517
TOTAL ASSETS	3,053,597	2,135,031
LIABILITIES		
Accounts payable	-	1,686
TOTAL LIABILITIES	-	1,686
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,053,597	$ 2,133,345

(See Notes to Financial Statements)

MITRATECH 401(K) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2009

ADDITIONS	
Net appreciation in fair value of investments	$ 400,507
Dividends	27,229
Interest income – participants' loans	2,165
	429,901
Contributions	
Employees	608,302
Rollovers	103,698
	712,000
Total Additions	1,141,901
DEDUCTIONS	
Distributions to participants	221,149
Administrative expense	500
Total Deductions	221,649
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	920,252
NET ASSETS AVAILABLE FOR BENEFITS – Beginning of year	2,133,345
NET ASSETS AVAILABLE FOR BENEFITS – End of year	$ 3,053,597

(See Notes to Financial Statements)

MITRATECH 401(K) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009 AND 2008

NOTE 1 – DESCRIPTION OF PLAN

Mitratech 401(k) Savings Plan (the Plan) is a qualified defined contribution plan designed to provide both current economic security and retirement benefits to employees of Mitratech Holdings, Inc. (the Employer).

The original Plan was adopted on November 1, 1996 and amended on October 14, 2003 under I.R.C. Section 401. The Plan is a defined contribution plan covering all eligible employees who have three months of preliminary service and are age 21 or older. It is subject to the provisions of the Employee Retirement Security Act of 1974 (ERISA). The Plan currently provides for employee deferred savings contributions. The following brief description of the Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

Contributions

Participants may elect to contribute a percentage of eligible compensation as defined in the Plan. The maximum contribution is $16,500 and $15,500 for 2009 and 2008, respectively. Participants may also contribute amounts representing distributions from other qualified retirement plans.

Participants Accounts

Each participant's account is credited with the participant's contribution and (a) their allocated share of the Employer's contribution when made, (b) any transfer or rollover contribution, and (c) net Plan earnings.

Vesting

Participant contributions are 100% vested.

Employer contributions when made vest as follows:

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Years of Service

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Payment of Benefits

A participant's plan benefits will be distributed at retirement, death, disability or termination of employment. Payment is to be made in a lump sum amount, or in periodic payments as defined by the Plan.

Plan Investments

The Plan provides participants with the ability to direct their contributions and existing account.

Investment Options

AllianceBernstein Small/Mid Cap Value Fund R - The investment seeks long-term growth of capital. The fund invests at least 80% of net assets primarily in a diversified portfolio of equity securities of small- to mid-capitalization U.S. companies.

American Funds The Growth Fund of America R2 - The investment seeks capital growth by investing in common stocks of companies that appear to offer superior growth opportunities. It may also hold cash or money market instruments. The fund may invest up to 25% of its assets in securities of issuers domiciled outside the United States.

BlackRock Global Allocation Fund, Inc. R - The investment seeks to provide high total investment return. The fund invests in domestic and foreign equities, debt securities, and money market instruments, varied based on market and economic conditions. It may invest up to 35% of its total assets in below investment grade debt securities (junk bonds). The Fund may also invest in Real Estate Investment Trusts (REITs).

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

BlackRock Lifecycle Prepared Portfolios R (2010 - 2050) - The investments seek a balance between long term capital appreciation and high current income. The funds normally invest in equity and fixed income funds, with the bias moving from equity to fixed income as target dates approach. Variations from the target allocations are permitted up to 10%. They may buy or sell options or futures, or enter into total return swaps and foreign currency transactions. They are non-diversified.

BlackRock Mid Cap Value Opportunities Fund R - The investment seeks capital appreciation and, secondarily income, by investing primarily in equity securities that fund management believes are undervalued and therefore represent an investment value. The fund invests primarily in a diversified portfolio of equity securities, normally investing at least 80% of assets in equity securities of mid cap companies. The fund may invest up to 30% of total assets in the securities of foreign companies.

BlackRock Small Cap Growth Fund II R - The investment seeks long-term capital growth. The fund normally invests at least 80% of assets in equity securities of small cap companies and at least 80% of assets in securities or instruments of U.S. issuers. It emphasizes securities that fund managers believe have above average prospects for earnings growth, and also those that are believed to be undervalued.

Federated Capital Appreciation Fund K - The investment seeks capital appreciation. The fund invests primarily in common stock of domestic companies with large and medium market capitalizations that offer superior growth prospects or of companies whose stock is undervalued. It may also invest in common stocks of foreign issuers (including American Depository Receipts or ADRs).

Goldman Sachs Growth Opportunities Fund Svc - The investment seeks long-term growth of capital. The fund normally invests at least 90% of assets in equity securities with a primary focus on mid-cap companies. It primarily invests in publicly traded U.S. securities. The fund may also invest up to 25% of assets in foreign securities, including securities of issuers in emerging countries and securities quoted in foreign currencies.

Goldman Sachs Short Duration Government Fund Svc - The investment seeks current income; capital appreciation is a secondary consideration. The fund normally invests at least 80% of assets in U.S. government securities and in repurchase agreements collateralized by such securities.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Invesco Small Cap Equity Fund R - The investment seeks long-term capital growth. The fund normally invests at least 80% of assets in equity securities, including convertible securities, of small-capitalization companies that have a market capitalization, at the time of purchase, no larger than the largest capitalized company included in the Russell 2000 index. It may also invest up to 25% of total assets in foreign securities.

Janus Balanced Fund R - The investment seeks long-term capital growth, consistent with preservation of capital and balanced by current income. The fund normally invests 50% to 60% of assets in equity securities selected primarily for their growth potential and 40% to 50% of assets in securities selected primarily for their income potential. It invests at least 25% of assets in fixed-income senior securities.

MFS International Diversification Fund R2 - The investment seeks capital appreciation. The fund provides diversification within the international asset class by investing the majority of assets in other MFS mutual funds, which are selected by the quantitative group of the fund's investment adviser based on underlying fund classifications, historical risk, performance, and other factors.

MFS Value Fund R2 - The investment seeks capital appreciation. The fund invests primarily in the stock of companies that it believes are undervalued. While the fund may invest in companies of any size, it generally focuses on companies with large capitalizations. The fund may invest in foreign securities and derivatives.

Oppenheimer International Bond Fund N - The investment seeks total return with a secondary objective of income consistent with total return. The fund invests mainly in debt securities of foreign government and corporate issuers. It normally invests at least 80% of assets in bonds and at least in three countries other than the U.S. The fund does not limit its investments to securities of issuers in a particular market capitalization or maturity range or rating category. It is non-diversified.

PIMCO Total Return Fund R - The investment seeks maximum total return. The fund invests at least 65% of assets in a diversified portfolio of fixed-income instruments of varying maturities, including forwards or derivatives. It invests primarily in investment-grade debt securities, but may invest up to 10% of total assets in junk bonds. The fund may invest all assets in derivatives or in mortgage- or asset-backed securities. The fund may invest up to 20% in foreign securities and may invest beyond this limit in U.S. dollar-denominated securities of foreign issuers. The fund may invest up to 10% of its assets in high yield, lower rated securities.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Ready Assets Prime Money Fund - The fund seeks preservation of capital, liquidity and high current income. The fund invests in a diversified portfolio of short-term money market securities.

Victory Small Company Opportunity Fund R - The investment seeks capital appreciation. The fund invests primarily in common stocks of smaller companies that the adviser believes to be undervalued. It invests at least 80% of net assets in equity securities of small companies which have market capitalization within the range of companies comprising the Russell 2000 Value index.

Participants' Loans Receivable

Participants may borrow from their fund accounts. The maximum loan amount borrowed shall not exceed the lesser of $50,000, reduced by the highest outstanding loan balance in the participant's vested account during the one year period ending on the day before the loan is made, or 50% of their vested account balance. The vested account balance will be used as collateral for the loan. Interest is charged based on the rate charged by representative commercial banks for similar loans. Payment of principal and interest is to be amortized in level payments not less frequently than quarterly. The term of the loan is not to exceed five years unless the purpose of the loan is for purchasing a residence, then the term of the loan will be no more than 30 years.

Forfeitures

All forfeitures which occur pursuant to the plan shall be applied to offset expenses and Employer contributions as such obligations occur.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Employer and Participant Contributions

Participant contributions are accrued when compensation is paid.

Investment Valuation and Income Recognition

The Plan investments are valued at quoted market prices. Participant loans receivable are valued at cost, which approximates fair value.

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

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE/CUSTODIAN

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Plan's trustee for 2009, and the Plan's custodian for 2008.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN (CONTINUED)

Fund investments at fair value as determined by JPMorgan Chase Bank N.A. trustee (2009), Standard Insurance Company custodian (2008), and quoted market prices.

	2009	2008
Cash (Standard clearing account)	$ -	$ 2,030,598
AllianceBernstein Small/Mid Cap Value Fund R	38,831	-
American Funds The Growth Fund of America R2	181,835	-
BlackRock Global Allocation Fund, Inc. R	96,420	-
BlackRock Lifecycle Prepared Portfolio 2010 R	104,700	-
BlackRock Lifecycle Prepared Portfolio 2015 R	77,463	-
BlackRock Lifecycle Prepared Portfolio 2020 R	39,292	-
BlackRock Lifecycle Prepared Portfolio 2025 R	34,414	-
BlackRock Lifecycle Prepared Portfolio 2030 R	85,025	-
BlackRock Lifecycle Prepared Portfolio 2035 R	220,330	-
BlackRock Lifecycle Prepared Portfolio 2040 R	55,859	-
BlackRock Lifecycle Prepared Portfolio 2045 R	71,591	-
BlackRock Lifecycle Prepared Portfolio 2050 R	8,527	-
BlackRock Mid Cap Value Opportunities Fund R	208,563	-
BlackRock Small Cap Growth Fund II R	94,818	-
Federated Capital Appreciation Fund K	205,211	-
Goldman Sachs Growth Opportunities Fund Svc	94,975	-
Goldman Sachs Short Duration Government Fund Svc	103,384	-
Invesco Small Cap Equity Fund R	26,703	-
Janus Balanced Fund R	120,778	-
MFS International Diversification Fund R2	182,883	-
MFS Value Fund R2	106,723	-
Oppenheimer International Bond Fund N	59,624	-
PIMCO Total Return Fund R	147,281	-
Ready Assets Prime Money Fund	557,511	-
Victory Small Company Opportunity Fund R	62,827	-
Investment income	27,229	16,345
Increase (decrease) in fair value of investments	400,507	(661,796)

NOTE 4 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits.

	Assets at Fair Value		
	Level 1	Level 3	Total
December 31, 2009			
Mutual funds			
Growth	$ 580,009	$ -	$ 580,009
Fixed income	964,220	-	964,220
Balanced	1,441,339	-	1,441,339
Total Mutual Funds	2,985,568	-	2,985,568
Participants loans	-	52,686	52,686
Total	$ 2,985,568	$ 52,686	$ 3,038,254
December 31, 2008			
Investment – cash clearing account	$ 2,030,598	$ -	$ 2,030,598
Participants loans	-	102,517	102,517
Total	$ 2,030,598	$ 102,517	$ 2,133,115

FASB ASC 820-10, *Fair Value Measurements*, (formerly SFAS No. 157), establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data or other means and Level 3 unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available. The Plan had no Level 2 investments at December 31, 2009.

NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net assets values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements

Participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of participants loans is equal to the amortized costs of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

	Participant Loans
December 31, 2009	
Beginning balance	$ 102,517
Purchases, sales, issuances, and settlements (net)	(49,831)
Ending balance	$ 52,686
December 31, 2008	
Beginning balance	$ 109,974
Purchases, sales, issuances, and settlements (net)	(7,457)
Ending balance	$ 102,517

NOTE 5 – INCOME TAX STATUS

The Plan was originally established on November 1, 1996 and was amended and restated on October 14, 2003. The Plan is a prototype volume submitter plan. These prototype plans have been approved by the Internal Revenue Service. The Plan has been amended in order to comply with GUST. The plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 6 – TERMINATION OF THE PLAN (CONTINUED)

The Employer has the right under the Plan to discontinue its contributions at any time. The Employer may terminate the Plan by written notice to the trustee.

In the event of termination of the Plan, all assets would be distributed to participants in proportion to their respective account balances.

NOTE 7 – RELATED PARTY TRANSACTION

The third party ADP retirement services is considered a party-in-interest. Transaction fees paid by the Plan to the third party were $500.

NOTE 8 – PARTICIPANT TERMINATIONS

During the year ended December 31, 2009, seven employees made withdrawals from the Plan totaling $221,149. Four participants who have terminated and have elected to withdraw from the Plan have not yet been paid. Their account balances totaled $123,527 at December 31, 2009.

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENT TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	2009	2008
Net assets available for plan benefits per the financial statements	$ 3,053,597	$ 2,133,345
Receivables	(15,343)	(231)
2007 deemed distribution	(-)	(41,315)
2009 deemed distribution	(6,958)	(-)
Net assets available for plan benefits per Form 5500	$ 3,031,296	$ 2,091,799

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENT TO FORM 5500 (CONTINUED)

Reconciliation of increase in net assets available for benefits per the financial statement to net income per the Form 5500 for the year ended December 31, 2009.

Net increase in assets available for benefits per the financial statements	$ 920,252
Remittance of 2008 contribution receivable	231
2007 deemed distribution	41,315
2009 deemed distribution	(6,958)
Contributions receivable	(15,343)
Net income per Form 5500	$ 939,497

The following is a reconciliation of benefits paid to participants per the financial statements and Form 5500 for the year ended December 31, 2009:

Benefits paid to participants per the financial statements	$ 221,149
Less 2007 deemed distribution per Form 5500	41,315
Add 2009 deemed distribution per Form 5500	6,958
	$ 186,792

Benefits paid to participants per Form 5500	$ 178,538
Deemed distributions per Form 5500	8,254
	$ 186,792

NOTE 10 – SUBSEQUENT EVENTS

The Plan has evaluated for subsequent events through October 8, 2010, the date the financial statements were available to be issued. The Plan has stated that there were no material subsequent events which needed to be disclosed.

SUPPLEMENTAL SCHEDULE

SCHEDULE I
MITRATECH 401(K) SAVINGS PLAN

EIN: 74-3025499
Plan #001

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

DECEMBER 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description	Number of Units	(d) Cost	(e) Current Value
	AllianceBernstein Small/Mid Cap Value Fund R	Mutual fund	2,802	$ 29,142	$ 38,831
	American Funds The Growth Fund of America R2	Mutual fund	6,808	142,666	181,835
	BlackRock Global Allocation Fund, Inc. R	Mutual fund	5,557	84,011	96,420
	BlackRock Lifecycle Prepared Portfolio 2010 R	Mutual fund	11,126	91,915	104,700
	BlackRock Lifecycle Prepared Portfolio 2015 R	Mutual fund	8,393	67,926	77,463
	BlackRock Lifecycle Prepared Portfolio 2020 R	Mutual fund	4,361	32,739	39,292
	BlackRock Lifecycle Prepared Portfolio 2025 R	Mutual fund	3,893	29,392	34,414
	BlackRock Lifecycle Prepared Portfolio 2030 R	Mutual fund	9,796	71,080	85,025
	BlackRock Lifecycle Prepared Portfolio 2035 R	Mutual fund	26,075	174,522	220,330
	BlackRock Lifecycle Prepared Portfolio 2040 R	Mutual fund	6,510	46,831	55,859
	BlackRock Lifecycle Prepared Portfolio 2045 R	Mutual fund	8,315	59,152	71,591
	BlackRock Lifecycle Prepared Portfolio 2050 R	Mutual fund	1,046	6,961	8,527
	BlackRock Mid Cap Value Opportunities Fund R	Mutual fund	16,860	163,911	208,563
	BlackRock Small Cap Growth Fund II R	Mutual fund	8,837	77,135	94,818
	Federated Capital Appreciation Fund K	Mutual fund	12,164	184,610	205,211
	Goldman Sachs Growth Opportunities Fund Svc	Mutual fund	4,934	64,974	94,975
	Goldman Sachs Short Duration Government Fund Svc	Mutual fund	10,076	104,087	103,384
	Invesco Small Cap Equity Fund R	Mutual fund	2,871	22,830	26,703
	Subtotal carried forward			$1,453,884	$1,747,941

SCHEDULE I
MITRATECH 401(K) SAVINGS PLAN

EIN: 74-3025499
Plan #001

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

DECEMBER 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description	Number of Units	(d) Cost	(e) Current Value
	Subtotal Forwarded			$ 1,453,884	$ 1,747,941
	Janus Balanced Fund R	Mutual fund	4,922	105,840	120,778
	MFS International Diversification Fund R2	Mutual fund	15,381	144,006	182,883
	MFS Value Fund R2	Mutual fund	5,176	87,751	106,723
	Oppenheimer International Bond Fund N	Mutual fund	9,345	56,085	59,624
	PIMCO Total Return Fund R	Mutual fund	13,637	141,925	147,281
	Ready Assets Prime Money Fund	Mutual fund	557,511	557,511	557,511
	Victory Small Company Opportunity Fund R	Mutual fund	2,611	48,829	62,827
	Total assets held at end of year			$ 2,595,831	$ 2,985,568
	Participants' loans	Interest rates ranging from 4.75% to 8.00% with various due dates until October 2014, secured by participants' accounts		$ -	$ 52,686

SCHEDULE I
MITRATECH 401(K) SAVINGS PLAN

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Plan #001

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

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	BlackRock Lifecycle Prepared Portfolio 2040 R	Mutual fund	6,510	46,831	55,859
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	BlackRock Lifecycle Prepared Portfolio 2050 R	Mutual fund	1,046	6,961	8,527
	BlackRock Mid Cap Value Opportunities Fund R	Mutual fund	16,860	163,911	208,563
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	Goldman Sachs Short Duration Government Fund Svc	Mutual fund	10,076	104,087	103,384
	Invesco Small Cap Equity Fund R	Mutual fund	2,871	22,830	26,703
	Subtotal carried forward			$1,453,884	$1,747,941

SCHEDULE I
MITRATECH 401(K) SAVINGS PLAN

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

DECEMBER 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description	Number of Units	(d) Cost	(e) Current Value
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	MFS International Diversification Fund R2	Mutual fund	15,381	144,006	182,883
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	Oppenheimer International Bond Fund N	Mutual fund	9,345	56,085	59,624
	PIMCO Total Return Fund R	Mutual fund	13,637	141,925	147,281
	Ready Assets Prime Money Fund	Mutual fund	557,511	557,511	557,511
	Victory Small Company Opportunity Fund R	Mutual fund	2,611	48,829	62,827
	Total assets held at end of year			$ 2,595,831	$ 2,985,568
	Participants' loans	Interest rates ranging from 4.75% to 8.00% with various due dates until October 2014, secured by participants' accounts		$ -	$ 52,686