

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>CLEAN POWER, L.L.C. 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>09/01/2002</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>CLEAN POWER, L.L.C.</u> <u>C/O 555 MAIN STREET, SUITE 300</u> <u>RACINE, WI 53403-4613</u>	2b Employer Identification Number (EIN) <u>32-0025861</u> 2c Sponsor's telephone number <u>262-619-2908</u> 2d Business code (see instructions) <u>561720</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>JEFF NELSON</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") CLEAN POWER, L.L.C. C/O 555 MAIN STREET, SUITE 300 RACINE, WI 53403-4613	3b Administrator's EIN 32-0025861
	3c Administrator's telephone number 262-619-2908
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	5 153
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 142
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 21
d Subtotal. Add lines 6a , 6b , and 6c	6d 163
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 163
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 3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2G 2J 2K 3D 2T	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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)

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 CLEAN POWER, L.L.C. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CLEAN POWER, L.L.C.	D Employer Identification Number (EIN) 32-0025861	

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
JOHNSON BANK
39-1141446

(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)

JOHNSON BANK

39-1141446

(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 21 50 62	NONE	10968	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 ☐

(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:

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 CLEAN POWER, L.L.C. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CLEAN POWER, L.L.C.	D Employer Identification Number (EIN) 32-0025861	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	199874	140108
(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)	9224	13312
(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)	852771	1413000
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1061869	1566420

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1061869	1566420
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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)	25486	
(B) Participants	2a(1)(B)	155919	
(C) Others (including rollovers)	2a(1)(C)	39767	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		221172

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	103	
(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)	1231	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1334

(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)	33944	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		33944

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		290932
c Other income.....	2c		-430
d Total income. Add all income amounts in column (b) and enter total.....	2d		546952

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	41749	
(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)		41749
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	10967	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10967
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		52716

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		494236
l Transfers of assets:			
(1) To this plan.....	2l(1)		10315
(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) ☒ 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: WINTER, KLOMAN, MOTER & REPP, S.C.

(2) EIN: 39-1275499

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	
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		1000000
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.			

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

A Name of plan <u>CLEAN POWER, L.L.C. 401(K) 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>CLEAN POWER, L.L.C.</u>	D Employer Identification Number (EIN) <u>32-0025861</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
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>06-1271230</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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

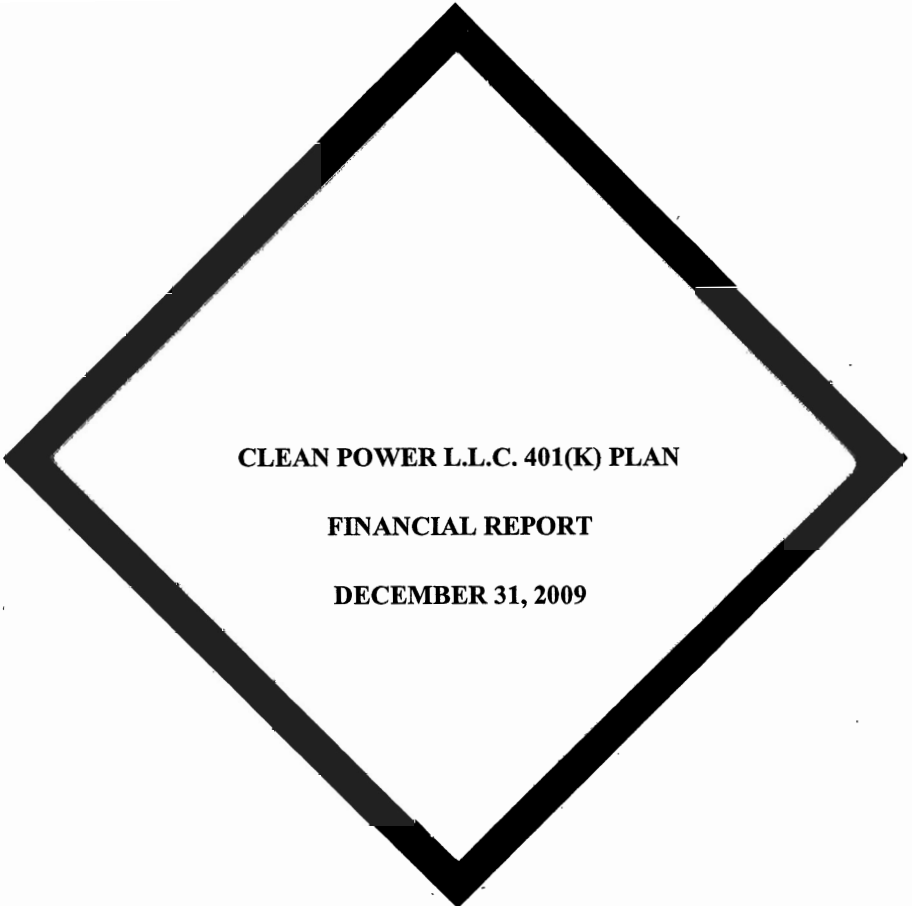
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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

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

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

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

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



CLEAN POWER L.L.C. 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2009

Winter, Kloman, Moter & Repp, S.C.

CPAs SUPPORTING YOUR SUCCESS

C O N T E N T S

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Winter, Kloman, Moter & Repp, S.C.

CPAs SUPPORTING YOUR SUCCESS

Independent Auditor's Report

To the Trustees
Clean Power L.L.C. 401(k) Plan
Milwaukee, WI

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

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 investment information summarized in Note 3, which was certified by Johnson Bank, the trustee of the plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Winter, Kloman, Moter & Repp, S.C.

October 11, 2010
Brookfield, Wisconsin

CLEAN POWER L.L.C. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

	<u>ASSETS</u>	
	2009	2008
Investments , at fair value	<u>\$ 1,566,420</u>	<u>\$ 1,061,869</u>
Receivables		
Employer contribution	20,703	25,486
Employee contributions	<u>0</u>	<u>4,027</u>
Total receivables	<u>20,703</u>	<u>29,513</u>
 Net assets available for benefits	 <u><u>\$ 1,587,123</u></u>	 <u><u>\$ 1,091,382</u></u>

The Notes to Financial Statements are an integral part of these statements.

CLEAN POWER L.L.C. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2009

ADDITIONS

Additions to net assets attributed to:

Investment income (loss)

Realized/unrealized gains (losses) on, and income(loss) from investments \$ 324,447

Interest 1,334

325,781

Contributions

Employee 151,892

Employer 20,703

Rollovers 39,767

Loan Transfers 10,315

222,677

Total increase before deductions

548,458

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants

41,749

Administrative expenses

10,968

Total deductions

52,717

Net increase

495,741

Net assets available for benefits:

Beginning of year 1,091,382

End of year \$ 1,587,123

The Notes to Financial Statements are an integral part of these statements.

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan

The following brief description of the Clean Power L.L.C. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan established by Clean Power, L.L.C. (the Company) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is designed to cover all eligible employees of the Company, as defined in the Plan. All employees who have completed at least 6 months of service with the Company, as defined in the Plan, and are age 18 or older are eligible to participate. Upon enrollment in the Plan, a participant may direct employer and employee contributions to any combination of several investment options.

Contributions:

Each year, participants may contribute up to 70% of pretax annual compensation (salary reduction contributions), as defined in the plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). The Plan allows for catch-up contributions for those participants age fifty and older. The Company match is discretionary. Employees must be employed on the last day of the Plan year to receive a matching contribution. For the plan year ended December 31, 2009, the employer match was 25% of the first 4% deferred.

Participants' accounts:

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and plan earnings (net of administrative expense). Allocations are based on the participant's eligible compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their salary reduction and rollover contributions, company QNEC contributions (which were made prior to 2008) plus earnings thereon. Participants who leave the Plan because of death, retirement, or disability, as defined in the Plan, are considered 100% vested in their total account balances. Company discretionary matching contributions and earnings thereon vest in accordance with provisions of the Plan as follows:

<u>Vesting Years of Service</u>	<u>Percentage Vested</u>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan (continued)

Payment of benefits:

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the Plan agreement. The Plan provides for normal retirement at age 65 and does not allow for early retirement. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

Participant loans:

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. These loans are secured by the balance in the participant's account. The loans bear interest at an appropriate interest rate, as determined by the Company's plan administrator. A maximum of a five year payback is allowed unless the loan is for purchase of a primary residence. Loans are allowed for hardship reasons only.

Note 2 - Summary of Significant Accounting Policies

Basis of accounting and use of estimates:

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment valuation and income recognition:

The Plan's investments are valued at fair value using quoted market prices. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participant loans are valued at cost which approximates fair value.

Net appreciation (depreciation) of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

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

Changes in economic conditions subsequent to the financial statement date may cause material differences in investment balances.

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 - Summary of Significant Accounting Policies (continued)

Administrative expenses:

Administrative expenses are generally paid by the Plan, with the exception of loan administration fees which are deducted from participants' accounts.

Payment of benefits:

Benefits are recorded when paid.

Subsequent events:

Management evaluated subsequent events through October 11, 2010, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2009, but prior to October 11, 2010 that provided additional evidence about conditions that existed at December 31, 2009, have been recognized in the financial statements for the year ended December 31, 2009. Events or transactions that provided evidence about conditions that did not exist at December 31, 2009 but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2009.

Note 3 - Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by Johnson Bank, the trustee of the plan.

	<u>2009</u>		<u>2008</u>	
Investments in mutual funds				
Columbia Acorn Fund	\$ 168,208	*	\$ 103,710	*
MFS Value I	183,978	*	0	
Goldman Sachs Mid Cap Value Fund	49,214		26,191	
Optique Large Cap Value Fund	0		119,285	*
RS Value Fund	23,391		13,305	
T Rowe Price Growth Stock Fund	104,476	*	53,309	*
Vanguard Index 500 Fund	121,524	*	72,620	*
Vanguard Small Cap Value Index Fund	189,774	*	121,699	*
Dodge & Cox International	164,727	*	0	
Columbia Acorn International Fund	146,941	*	62,872	*
Fidelity International Discovery Fund	19,458		10,886	
Optique International Value Fund	0		87,052	*
Dodge & Cox Income Fund	217,280	*	175,228	*
Vanguard Bond Index Short Term Fund	24,029		6,614	
SEI Daily Income Treasury II Money Market	140,108	*	199,874	*
Participant Loans	<u>13,312</u>		<u>9,224</u>	
Total Investments	<u>\$ 1,566,420</u>		<u>\$ 1,061,869</u>	

Investments that represent 5% or more of the Plan's net assets are separately identified with an "**".

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3 - Information Prepared and Certified by Trustees (continued)

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as follows:

Realized/unrealized gains (losses) on, and income(loss) from investments	\$ 324,447
Interest	<u>1,334</u>
Net Investment Income	<u>\$ 325,781</u>

Investments, in general, are subject to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Note 4 - Fair Value Measurements

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the accounting standards are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

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

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements (continued)

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

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

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

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 1,553,108	\$ 0	\$ 1,553,108
Participant loans	<u>0</u>	<u>13,312</u>	<u>13,312</u>
Total assets at fair value	<u>\$ 1,553,108</u>	<u>\$ 13,312</u>	<u>\$ 1,566,420</u>

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

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 1,052,645	\$ 0	\$ 1,052,645
Participant loans	<u>0</u>	<u>9,224</u>	<u>9,224</u>
Total assets at fair value	<u>\$ 1,052,645</u>	<u>\$ 9,224</u>	<u>\$ 1,061,869</u>

Level 3 Gains and Losses

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

	Participant Loans
Balance, beginning of year	\$ 9,224
Loan repayment of principal	(8,027)
Loan withdrawals	1,800
Loan transfers	<u>10,315</u>
Balance, end of year	<u>\$ 13,312</u>

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements (continued)

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2008.

	Participant Loans
Balance, beginning of year	\$ 13,197
Loan repayment of principal	(5,286)
Loan withdrawals	<u>1,313</u>
Balance, end of year	<u>\$ 9,224</u>

Note 5 - Parties in Interest

The Plan contracts with Johnson Bank as its investment advisor. Fees paid to Johnson Bank qualify as a party-in-interest transaction. Fees paid by the Plan for administrative fees amounted to \$10,968 for the year ended December 31, 2009.

Note 6 - Tax Status

The Plan obtained a letter on March 31, 2008, in which the Internal Revenue Service stated that the plan, and related trust, are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

Note 7 - Terminated Employees with Vested Benefits

As of December 31, 2009 and 2008, the Plan's net assets available for benefits included vested amounts allocated to terminated employees of \$252,259 and \$171,273, respectively.

Note 8 - Amount Owed to Participants Withdrawing From the Plan

Amounts owed to participants who have withdrawn from the Plan total \$41,768 and \$0 as of December 31, 2009 and 2008, respectively, and are included in net assets available for benefits.

Note 9 - Reconciliation of Financial Statements to Schedule H Form 5500

The financial statements have been prepared using the accrual method of accounting while the Plan's Form 5500 has been prepared on the modified cash-basis method of accounting. The reconciliation between the financial statements and Form 5500, as of and for the year ended December 31, 2009, are as follows:

Contributions from employees per financial statements	\$ 151,892
Amounts allocated to contribution receivable - prior year	<u>4,027</u>
Contributions from employees per Form 5500, Schedule H	<u>\$ 155,919</u>

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 9 - Reconciliation of Financial Statements to Schedule H Form 5500 (continued)

Contributions from employer per financial statements	\$ 20,703
Amounts allocated to contribution receivable - prior year	25,486
Amounts allocated to contribution receivable - current year	<u>(20,703)</u>
Contributions from employer per Form 5500, Schedule H	<u>\$ 25,486</u>
 Total plan assets per the financial statements	 \$ 1,587,123
Current year contributions recorded by recordkeeper in subsequent year	<u>(20,703)</u>
 Total plan assets per form 5500	 <u>\$ 1,566,420</u>

Note 10 - Termination of plan

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

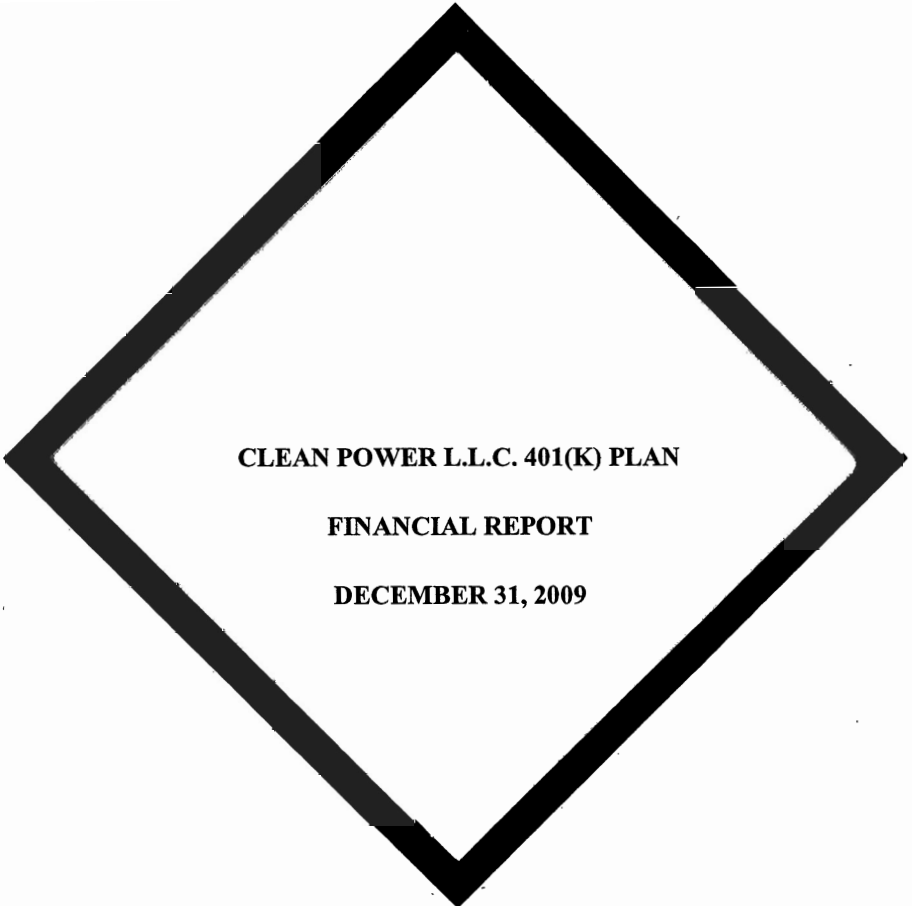
CLEAN POWER L.L.C. 401(K) PLAN

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF
YEAR
December 31, 2009**

Plan 001
EIN 32-0025861

<u>(a)</u>	<u>(b)</u> Identity of Issue	<u>(c)</u> Description of Investment	<u>(d)</u> Cost	<u>(e)</u> Current Value
	Columbia	Acorn Fund	**	\$ 168,208
	MFS	Value I	**	183,978
	Goldman Sachs	Mid Cap Value Fund	**	49,214
	RS	Value Fund	**	23,391
	T Rowe Price	Growth Stock Fund	**	104,476
	Vanguard	Index 500 Fund	**	121,524
	Vanguard	Small Cap Value Index Fund	**	189,774
*	Dodge & Cox	International Fund	**	164,727
	Columbia	Acorn International Fund	**	146,941
*	Fidelity	International Discovery Fund	**	19,458
*	Dodge & Cox	Income Fund	**	217,280
	Vanguard	Bond Index Short Term Fund	**	24,029
	SEI	Daily Income Treasury II Money Market	**	140,108
	Participant Loans	Interest rates 3.25% - 8.25%	0	<u>13,312</u>
				<u>\$ 1,566,420</u>
**	Cost omitted for participant directed investments			
*	Party in Interest			

See Independent Auditor's report.



CLEAN POWER L.L.C. 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2009

Winter, Kloman, Moter & Repp, S.C.

CPAs SUPPORTING YOUR SUCCESS

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Winter, Kloman, Moter & Repp, S.C.

CPAs SUPPORTING YOUR SUCCESS

Independent Auditor's Report

To the Trustees
Clean Power L.L.C. 401(k) Plan
Milwaukee, WI

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

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 investment information summarized in Note 3, which was certified by Johnson Bank, the trustee of the plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Winter, Kloman, Moter & Repp, S.C.

October 11, 2010
Brookfield, Wisconsin

CLEAN POWER L.L.C. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

	<u>ASSETS</u>	
	2009	2008
Investments , at fair value	<u>\$ 1,566,420</u>	<u>\$ 1,061,869</u>
Receivables		
Employer contribution	20,703	25,486
Employee contributions	<u>0</u>	<u>4,027</u>
Total receivables	<u>20,703</u>	<u>29,513</u>
 Net assets available for benefits	 <u><u>\$ 1,587,123</u></u>	 <u><u>\$ 1,091,382</u></u>

The Notes to Financial Statements are an integral part of these statements.

CLEAN POWER L.L.C. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2009

ADDITIONS

Additions to net assets attributed to:

Investment income (loss)

Realized/unrealized gains (losses) on, and income(loss) from investments \$ 324,447

Interest 1,334

325,781

Contributions

Employee 151,892

Employer 20,703

Rollovers 39,767

Loan Transfers 10,315

222,677

Total increase before deductions 548,458

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants 41,749

Administrative expenses 10,968

Total deductions 52,717

Net increase 495,741

Net assets available for benefits:

Beginning of year 1,091,382

End of year \$ 1,587,123

The Notes to Financial Statements are an integral part of these statements.

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan

The following brief description of the Clean Power L.L.C. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan established by Clean Power, L.L.C. (the Company) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is designed to cover all eligible employees of the Company, as defined in the Plan. All employees who have completed at least 6 months of service with the Company, as defined in the Plan, and are age 18 or older are eligible to participate. Upon enrollment in the Plan, a participant may direct employer and employee contributions to any combination of several investment options.

Contributions:

Each year, participants may contribute up to 70% of pretax annual compensation (salary reduction contributions), as defined in the plan. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). The Plan allows for catch-up contributions for those participants age fifty and older. The Company match is discretionary. Employees must be employed on the last day of the Plan year to receive a matching contribution. For the plan year ended December 31, 2009, the employer match was 25% of the first 4% deferred.

Participants' accounts:

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and plan earnings (net of administrative expense). Allocations are based on the participant's eligible compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their salary reduction and rollover contributions, company QNEC contributions (which were made prior to 2008) plus earnings thereon. Participants who leave the Plan because of death, retirement, or disability, as defined in the Plan, are considered 100% vested in their total account balances. Company discretionary matching contributions and earnings thereon vest in accordance with provisions of the Plan as follows:

<u>Vesting Years of Service</u>	<u>Percentage Vested</u>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan (continued)

Payment of benefits:

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the Plan agreement. The Plan provides for normal retirement at age 65 and does not allow for early retirement. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment. Participants experiencing financial hardship may withdraw a portion of this account balance as defined in the Plan.

Participant loans:

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. These loans are secured by the balance in the participant's account. The loans bear interest at an appropriate interest rate, as determined by the Company's plan administrator. A maximum of a five year payback is allowed unless the loan is for purchase of a primary residence. Loans are allowed for hardship reasons only.

Note 2 - Summary of Significant Accounting Policies

Basis of accounting and use of estimates:

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment valuation and income recognition:

The Plan's investments are valued at fair value using quoted market prices. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participant loans are valued at cost which approximates fair value.

Net appreciation (depreciation) of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

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

Changes in economic conditions subsequent to the financial statement date may cause material differences in investment balances.

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 - Summary of Significant Accounting Policies (continued)

Administrative expenses:

Administrative expenses are generally paid by the Plan, with the exception of loan administration fees which are deducted from participants' accounts.

Payment of benefits:

Benefits are recorded when paid.

Subsequent events:

Management evaluated subsequent events through October 11, 2010, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2009, but prior to October 11, 2010 that provided additional evidence about conditions that existed at December 31, 2009, have been recognized in the financial statements for the year ended December 31, 2009. Events or transactions that provided evidence about conditions that did not exist at December 31, 2009 but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2009.

Note 3 - Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by Johnson Bank, the trustee of the plan.

	<u>2009</u>		<u>2008</u>	
Investments in mutual funds				
Columbia Acorn Fund	\$ 168,208	*	\$ 103,710	*
MFS Value I	183,978	*	0	
Goldman Sachs Mid Cap Value Fund	49,214		26,191	
Optique Large Cap Value Fund	0		119,285	*
RS Value Fund	23,391		13,305	
T Rowe Price Growth Stock Fund	104,476	*	53,309	*
Vanguard Index 500 Fund	121,524	*	72,620	*
Vanguard Small Cap Value Index Fund	189,774	*	121,699	*
Dodge & Cox International	164,727	*	0	
Columbia Acorn International Fund	146,941	*	62,872	*
Fidelity International Discovery Fund	19,458		10,886	
Optique International Value Fund	0		87,052	*
Dodge & Cox Income Fund	217,280	*	175,228	*
Vanguard Bond Index Short Term Fund	24,029		6,614	
SEI Daily Income Treasury II Money Market	140,108	*	199,874	*
Participant Loans	<u>13,312</u>		<u>9,224</u>	
Total Investments	<u>\$ 1,566,420</u>		<u>\$ 1,061,869</u>	

Investments that represent 5% or more of the Plan's net assets are separately identified with an "**".

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3 - Information Prepared and Certified by Trustees (continued)

During the year ended December 31, 2009, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as follows:

Realized/unrealized gains (losses) on, and income(loss) from investments	\$ 324,447
Interest	<u>1,334</u>
Net Investment Income	<u>\$ 325,781</u>

Investments, in general, are subject to various risks, including credit, interest, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Note 4 - Fair Value Measurements

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the accounting standards are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

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

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements (continued)

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

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

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

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 1,553,108	\$ 0	\$ 1,553,108
Participant loans	<u>0</u>	<u>13,312</u>	<u>13,312</u>
Total assets at fair value	<u>\$ 1,553,108</u>	<u>\$ 13,312</u>	<u>\$ 1,566,420</u>

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

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 1,052,645	\$ 0	\$ 1,052,645
Participant loans	<u>0</u>	<u>9,224</u>	<u>9,224</u>
Total assets at fair value	<u>\$ 1,052,645</u>	<u>\$ 9,224</u>	<u>\$ 1,061,869</u>

Level 3 Gains and Losses

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

	<u>Participant Loans</u>
Balance, beginning of year	\$ 9,224
Loan repayment of principal	(8,027)
Loan withdrawals	1,800
Loan transfers	<u>10,315</u>
Balance, end of year	<u>\$ 13,312</u>

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements (continued)

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2008.

	Participant Loans
Balance, beginning of year	\$ 13,197
Loan repayment of principal	(5,286)
Loan withdrawals	<u>1,313</u>
Balance, end of year	<u>\$ 9,224</u>

Note 5 - Parties in Interest

The Plan contracts with Johnson Bank as its investment advisor. Fees paid to Johnson Bank qualify as a party-in-interest transaction. Fees paid by the Plan for administrative fees amounted to \$10,968 for the year ended December 31, 2009.

Note 6 - Tax Status

The Plan obtained a letter on March 31, 2008, in which the Internal Revenue Service stated that the plan, and related trust, are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

Note 7 - Terminated Employees with Vested Benefits

As of December 31, 2009 and 2008, the Plan's net assets available for benefits included vested amounts allocated to terminated employees of \$252,259 and \$171,273, respectively.

Note 8 - Amount Owed to Participants Withdrawing From the Plan

Amounts owed to participants who have withdrawn from the Plan total \$41,768 and \$0 as of December 31, 2009 and 2008, respectively, and are included in net assets available for benefits.

Note 9 - Reconciliation of Financial Statements to Schedule H Form 5500

The financial statements have been prepared using the accrual method of accounting while the Plan's Form 5500 has been prepared on the modified cash-basis method of accounting. The reconciliation between the financial statements and Form 5500, as of and for the year ended December 31, 2009, are as follows:

Contributions from employees per financial statements	\$ 151,892
Amounts allocated to contribution receivable - prior year	<u>4,027</u>
Contributions from employees per Form 5500, Schedule H	<u>\$ 155,919</u>

CLEAN POWER L.L.C. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 9 - Reconciliation of Financial Statements to Schedule H Form 5500 (continued)

Contributions from employer per financial statements	\$ 20,703
Amounts allocated to contribution receivable - prior year	25,486
Amounts allocated to contribution receivable - current year	<u>(20,703)</u>
Contributions from employer per Form 5500, Schedule H	<u>\$ 25,486</u>
 Total plan assets per the financial statements	 \$ 1,587,123
Current year contributions recorded by recordkeeper in subsequent year	<u>(20,703)</u>
 Total plan assets per form 5500	 <u>\$ 1,566,420</u>

Note 10 - Termination of plan

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

CLEAN POWER L.L.C. 401(K) PLAN

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF
YEAR
December 31, 2009**

Plan 001
EIN 32-0025861

<u>(a)</u>	<u>(b)</u> Identity of Issue	<u>(c)</u> Description of Investment	<u>(d)</u> Cost	<u>(e)</u> Current Value
	Columbia	Acorn Fund	**	\$ 168,208
	MFS	Value I	**	183,978
	Goldman Sachs	Mid Cap Value Fund	**	49,214
	RS	Value Fund	**	23,391
	T Rowe Price	Growth Stock Fund	**	104,476
	Vanguard	Index 500 Fund	**	121,524
	Vanguard	Small Cap Value Index Fund	**	189,774
*	Dodge & Cox	International Fund	**	164,727
	Columbia	Acorn International Fund	**	146,941
*	Fidelity	International Discovery Fund	**	19,458
*	Dodge & Cox	Income Fund	**	217,280
	Vanguard	Bond Index Short Term Fund	**	24,029
	SEI	Daily Income Treasury II Money Market	**	140,108
	Participant Loans	Interest rates 3.25% - 8.25%	0	<u>13,312</u>
				<u>\$ 1,566,420</u>
**	Cost omitted for participant directed investments			
*	Party in Interest			

See Independent Auditor's report.