

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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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: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan ICI 401K PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 10/01/1987
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) INNOVATIVE CONCEPTS, INC. 8200 GREENSBORO DRIVE, SUITE 700 MCLEAN, VA 22102-3847
2b	Employer Identification Number (EIN) 54-1323293
2c	Sponsor's telephone number 703-893-2007
2d	Business code (see instructions) 541330

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	JOHN EPPERLY
	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") INNOVATIVE CONCEPTS, INC. 8200 GREENSBORO DRIVE, SUITE 700 MCLEAN, VA 22102-3847	3b Administrator's EIN 54-1323293 3c Administrator's telephone number 703-893-2007
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	118
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	57
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	59
d Subtotal. Add lines 6a , 6b , and 6c	6d	116
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	116
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	112
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 ICI 401K PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500. INNOVATIVE CONCEPTS, INC.		
D Employer Identification Number (EIN) 54-1323293		

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	RM 84291-1	116	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
25533	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
PETER E GLASSMAN 1593 SPRING HILL ROAD STE 500 VIENNA, VA 22182

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11451			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
JOSEPH F DENOYOR 1921 GALLOWES ROAD STE 800 VIENNA, VA 22182

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11200			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

ROBERT E NORMAN

1593 SPRING HILL ROAD STE 500
VIENNA, VA 22182

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1441			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

ALEXANDRIA PRIFTIS WEST

4520 E WEST HWY 700
BETHESDA, MD 20814

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1441			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	7424099

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY

b Balance at the end of the previous year	7b	2088464
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c Additions: (1) Contributions deposited during the year	7c(1)	960735	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	74304	
(4) Transferred from separate account	7c(4)	274297	
(5) Other (specify below)	7c(5)	59723	

▶ HOLDING ACCT INTEREST, LN INT, LN PRIN, TRANS ASSETS, TRANS FORF

(6) Total additions	7c(6)	1369059
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d Total of balance and additions (add b and c(6))	7d	3457523
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	436395	
(2) Administration charge made by carrier	7e(2)	169	
(3) Transferred to separate account	7e(3)	797518	
(4) Other (specify below)	7e(4)	491507	

▶ PD TRUST LAPSE

(5) Total deductions	7e(5)	1725589
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f Balance at the end of the current year (subtract e(5) from d)	7f	1731934
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 ICI 401K PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 INNOVATIVE CONCEPTS, INC.	D Employer Identification Number (EIN) 54-1323293	

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

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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)

KEITER, SLABAUGH, PENNY & HOLME, LLC

54-2007411

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	THIRD PARTY ADM	0	Yes ☒ No ☐	Yes ☐ No ☒	5376	Yes ☐ No ☒

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
24 52 63 72 99	CONTRACT ADM	570	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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
KEITER, SLABAUGH, PENNY&HOLME, LLC	13	5376
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	EXPENSE REIMBURSEMENT TO THIRD PARTY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
ADV MID CAP DISC WELLS FARGO 39-1947244	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
CCM CAP APPREC ALLIANZ 33-0434037	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
CULLEN VALUE PIONEER 36-4356313	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
EUROPACIFIC GROWTH AMERICAN 95-6810128	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
GROWTH AMERICA AMERICAN 52-0792143	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
INTERNATIONAL VALUE THORNBURG 85-0451747	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
LEVERAGED CO STCK FIDELITY ADVISOR 04-3533877	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72 99	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.	
MAIN ST SMALL CAP OFI 84-1501338	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
NEW HORIZONS T. ROWE PRICE 52-0791372	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72 99	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.	
REAL ESTATE OFI 22-3849391	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
SPECTRUM GROWTH T. ROWE PRICE 52-1560327	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	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.	
WASHINGTON MUTUAL INVS AMERICAN 52-0793788	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.	
DESTINATION RETIREMENT 2010 03-0532456	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.	
DESTINATION RETIREMENT 2020 03-0532467	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
DESTINATION RETIREMENT 2030 03-0532468	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
DESTINATION RETIREMENT 2040 03-0532471	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
DESTINATION RETIREMENT INCOME 03-0532464	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.	
PREMIER CAPITAL APPRECIATION OFI 51-0529336	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.	
PREMIER CORE BOND BABSON 04-3277549	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.	
PREMIER DIVERSIFIED BOND BABSON 04-3464165	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
PREMIER GLOBAL OFI 51-0529334	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
PREMIER MONEY MARKET BABSON 04-3212059	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SEL SMCO VAL FED CLOV TRP ERNST 04-3584140	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SELECT DIVERSIFIED VAL ALLNCBRNSTN 01-0821120	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SELECT INDEXED EQTY NORTHERN TRUST 04-3410047	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SELECT MID CAP GR II T. ROWE PRICE 04-3512596	BASIS POINTS*PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SELECT STRATEGIC BOND WESTERN 26-0099965	BASIS POINTS*PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	99	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.
SAGIC 84291 04-1590850	BASIS POINTS*PLAN 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.

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:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>► File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan ICI 401K PLAN				B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 INNOVATIVE CONCEPTS, INC.				D Employer Identification Number (EIN) 54-1323293	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BA					
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO					
c EIN-PN 04-1590850-029		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 141825		
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BC					
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO					
c EIN-PN 04-1590850-030		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 156		
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BE					
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO					
c EIN-PN 04-1590850-031		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 224930		
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BP					
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO					
c EIN-PN 04-1590850-032		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 476766		
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C1					
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO					
c EIN-PN 04-1590850-202		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 277768		
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C2					
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO					
c EIN-PN 04-1590850-272		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 110994		
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CJ					
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO					
c EIN-PN 04-1590850-422		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 412742		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule D (Form 5500) 2009 v.092308.1					

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CM		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-409	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 540022
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HW		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-419	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 245267
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-J8		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-256	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 163171
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-JK		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-323	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 400813
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LE		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-053	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 223351
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LG		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-055	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LP		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-061	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 149457
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LX		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-066	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 719916
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LY		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-180	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 142111
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-OD		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-098	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 395928

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PV		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-413	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 126990
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-QC		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-344	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 358996
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-QE		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-346	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 249448
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-RR		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-370	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 221290
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-VB		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-276	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 277221
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-VC		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-277	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73626
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-VI		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-363	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 232632
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W9		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-121	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 502908
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WG		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-127	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 435091
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WH		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS CO		
c EIN-PN 04-1590850-128	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 320673

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 ICI 401K PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 INNOVATIVE CONCEPTS, INC.	D Employer Identification Number (EIN) 54-1323293	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	13859	30122
	(2) Participant contributions	1b(2)	22462	52181
	(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)	22711	16027
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	6170686	7424099
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2088464	1731934
	(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	8318182	9254363

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	8318182	9254363
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	364932	
(B) Participants	2a(1)(B)	637899	
(C) Others (including rollovers)	2a(1)(C)	54640	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1057471
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)	74372	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	1286	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		75658
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		1666581
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2799710

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1371452	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	491507	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1862959
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)	570	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		570
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1863529

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		936181
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) ☒ 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: KEITER STEPHENS HURST GARY&SHREAVES

(2) EIN: 54-1631262

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 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>ICI 401K PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INNOVATIVE CONCEPTS, INC.</u>	D Employer Identification Number (EIN) <u>54-1323293</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1590850</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
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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): _____

ICI 401(k) Plan

Financial Statements

December 31, 2009 and 2008

ICI 401(k) Plan

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Plan Administrator of the
ICI 401(k) Plan
McLean, Virginia:

We were engaged to audit the financial statements and supplemental information of the ICI 401(k) Plan (the "Plan") as of December 31, 2009 and 2008 and for the years then ended, as listed in the 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 information summarized in Note 11, which was certified by Massachusetts Mutual Life Insurance Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of December 31, 2009 and 2008 and for the years then ended, that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental 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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Keiter, Stephens, Hurst, Gary & Sheaves, P.C.

October 7, 2010
Glen Allen, Virginia

ICI 401(k) Plan

Statements of Net Assets Available for Benefits December 31, 2009 and 2008

<u>Assets</u>	<u>2009</u>	<u>2008</u>
Investments, at fair value	\$ 9,258,506	\$ 8,264,126
Contributions receivable:		
Participants	52,181	22,462
Employer	<u>30,122</u>	<u>13,859</u>
Net assets available for benefits at fair value	9,340,809	8,300,447
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(86,446)</u>	<u>17,735</u>
Net assets available for benefits	\$ <u>9,254,363</u>	\$ <u>8,318,182</u>

See accompanying notes to financial statements.

ICI 401(k) Plan

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions (deductions) to net assets attributed to:		
Investment income (loss):		
Interest and dividends	\$ 75,658	\$ 71,344
Net appreciation (depreciation) in fair value of investments	<u>1,666,582</u>	<u>(3,622,921)</u>
Net investment income (loss)	<u>1,742,240</u>	<u>(3,551,577)</u>
Contributions:		
Participants	637,899	699,912
Employer	364,932	402,198
Rollover	<u>54,640</u>	<u>45,364</u>
Total contributions	<u>1,057,471</u>	<u>1,147,474</u>
Total additions (deductions), net	<u>2,799,711</u>	<u>(2,404,103)</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,371,452	982,630
Deemed distributions of participant loans	-	1,902
Administrative expenses	<u>571</u>	<u>820</u>
Total deductions	<u>1,372,023</u>	<u>985,352</u>
Net increase (decrease)	1,427,688	(3,389,455)
Net assets available for benefits:		
Beginning of year	8,318,182	11,707,637
Transfer out of Plan	<u>(491,507)</u>	<u>-</u>
End of year	<u>\$ 9,254,363</u>	<u>\$ 8,318,182</u>

See accompanying notes to financial statements.

ICI 401(k) Plan

Notes to Financial Statements

1. Description of Plan:

The following description of the ICI 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement or summary plan description for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all eligible employees of Innovative Concepts, Inc. and its participating subsidiary through November 10, 2008 and all eligible employees of Innovative Concepts, Inc. (the "Company") from November 11, 2008 to December 31, 2009, subsequent to the sale of the Company to a new parent company. At December 31, 2008, approximately \$517,000 in Plan assets were held that were representative of subsidiary participants' balances. These assets, which depreciated in fair value by approximately \$24,000 in 2009, were transferred to the new plan of the subsidiary during 2009 and are noted as "Transfer out of Plan" on the statement of changes in net assets available for benefits. Employees become eligible to participate after completing six months of service and attaining age 20-1/2. Employees are eligible for entry to the Plan the first day of the month following six months of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan provides for participant contributions of pre-tax annual compensation, as defined in the Plan. The Plan provides for Company safe harbor matching contributions up to 100% of the first 6% of compensation. The Company may contribute additional amounts at the option of the Board of Directors. Participants of qualifying age may make additional "catch-up" contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions are subject to certain limitations.

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

Investment Options: Participants may direct Massachusetts Mutual Life Insurance Company ("Mass Mutual"), the custodian, as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time.

Vesting: Participants are immediately vested in their contributions, plus actual earnings thereon. The Plan operates as a safe harbor 401(k) plan; thus, a participant is immediately 100% vested in all of the Company's contributions, plus actual earnings thereon.

ICI 401(k) Plan

Notes to Financial Statements, Continued

1. Description of Plan, Continued:

Participant Loans: Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms cannot exceed five years, unless the proceeds are used to acquire a principal residence. The loans are secured by the vested balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions.

Plan Administration: Overall responsibility for administering the Plan rests with the Company. Participant accounts are administered by a division of Mass Mutual. An unrelated firm serves as the third-party administrator of the Plan. A Company employee serves as the trustee and is not compensated by the Plan for these services.

Payment of Benefits: Distribution of the vested portion of a participant's account will occur upon the participant's termination of service, retirement, death, disability, or hardship withdrawal, as defined in the Plan. A participant is entitled to receive a lump-sum payment in an amount equal to the vested value of his or her account, or the participant may elect to receive the amount in installments, as described in the Plan.

2. Summary of Significant Accounting Policies:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual method of accounting.

Investment Valuation and Income Recognition: Investments are reported at fair value. 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. See Note 3 for discussion of fair value measurements.

The Plan has adopted the Financial Accounting Standards Board ("FASB") guidance on reporting of fully benefit-responsive investment contracts. This guidance defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit-responsive investment contracts in defined contribution plans. Assets underlying the MassMutual Guaranteed Interest Account are primarily guaranteed investment contracts. Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus interest at the contract rates, less Plan withdrawals and termination fees. The contract is valued at fair value and adjusted to contract value in the statements of net assets available for benefits.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net investment gain (loss) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

ICI 401(k) Plan

Notes to Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Payment of Benefits: Benefits are recorded when paid.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Subsequent Events: Management has evaluated subsequent events through October 7, 2010, the date the financial statements were available to be issued, and has determined there are no subsequent events to be reported in the accompanying financial statements.

3. Fair Value Measurements:

The Financial Accounting Standards Board has issued guidance for measurement and disclosure of fair value and establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value 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 Quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

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

Guaranteed interest contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

Pooled separate accounts: Unit value calculated based on net assets or observable net asset value of the underlying pool of securities or investments.

ICI 401(k) Plan

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

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

The following table(s) sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value of the Plan's year end date:

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Assets:				
Pooled separate accounts	\$ -	\$ 7,424,099	\$ -	\$ 7,424,099
Guaranteed interest contract	-	-	1,818,380	1,818,380
Participant loans	-	-	16,027	16,027
Total assets at fair value	<u>\$ -</u>	<u>\$ 7,424,099</u>	<u>\$ 1,834,407</u>	<u>\$ 9,258,506</u>

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Assets:				
Pooled separate accounts	\$ -	\$ 6,170,687	\$ -	\$ 6,170,687
Guaranteed interest contract	-	-	2,070,728	2,070,728
Participant loans	-	-	22,711	22,711
Total assets at fair value	<u>\$ -</u>	<u>\$ 6,170,687</u>	<u>\$ 2,093,439</u>	<u>\$ 8,264,126</u>

ICI 401(k) Plan

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008:

	Level 3 Assets		
	Guaranteed Interest Contract	Participant Loans	Total
Balance at January 1, 2008	\$ 1,472,420	\$ 4,062	\$ 1,476,482
Issuance, deemed distributions or settlements, net	628,344	18,649	646,993
Unrealized loss in value of contract	(30,036)	-	(30,036)
Balances at December 31, 2008	2,070,728	22,711	2,093,439
Issuance, deemed distributions or settlements, net	(356,529)	(6,684)	(363,213)
Unrealized gain in value of contract	104,181	-	104,181
Balance at December 31, 2009	<u>\$ 1,818,380</u>	<u>\$ 16,027</u>	<u>\$ 1,834,407</u>

Certain information about the nature of the Plan's investments is included in the supplemental schedule. In addition, Plan participants may request additional information about the nature and risk of the Plan's investment options from the Plan administrator or Mass Mutual.

4. Risks and Uncertainties:

The Plan invests in a guaranteed interest account and pooled separate accounts holding equity and debt securities. Investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

5. Investment Contract with Insurance Company:

The Plan has a guaranteed interest contract with Massachusetts Mutual Life Insurance Company. Mass Mutual maintains the contributions in fixed income accounts, and the accounts are credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value, as reported to the Plan by Mass Mutual. There were no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rates were approximately 3.82% for 2009 and 3.95% for 2008.

ICI 401(k) Plan

Notes to Financial Statements, Continued

6. Investments:

Investments that represent 5% or more of the Plan's net assets at December 31 are as follows:

	<u>2009</u>	<u>2008</u>	
Fixed Interest Fund, at contract value	\$ 1,731,934	\$ 2,088,463	
Select Indexed Equity	719,916	994,707	
CCM Cap Appreciation	540,022	449,072	
Select Mid Cap Growth II (TRP)	502,908	-	*
Destination Retirement 2020	476,766	-	*

* Represents less than 5% of Plan assets at December 31.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,666,582 during 2009 and depreciated in value by \$3,622,921 during 2008.

7. Administrative Expenses:

Although not required by the Plan, a portion of the costs of the Plan administration are absorbed by the Company.

8. Tax Status:

The Internal Revenue Service has determined by a letter dated March 31, 2008 that the prototype plan was designed in accordance with the applicable sections of the Internal Revenue Code and therefore, the related trust was exempt from taxation. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions that became effective in 2009 and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2009.

9. Plan Termination:

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

ICI 401(k) Plan

Notes to Financial Statements, Continued

10. Related-Party Transactions:

The Plan invests in a guaranteed interest account and a number of the Mass Mutual's pooled separate accounts. These are related-party transactions and are identified as parties-in-interest in the accompanying schedule of assets held for investment purposes. The Plan paid administrative fees to the custodian totaling \$571 during 2009 and \$820 during 2008.

11. Financial Information Certified by the Custodian:

Information regarding the following, included in the Plan's financial statements and supplemental schedule of assets held for investment purposes, was prepared by Mass Mutual, the custodian of the Plan, which has certified that it is complete and accurate:

- Investments, at fair value
- Investment income (loss)
- Schedule of assets held at end of year

ICI 401(k) Plan
EIN: 54-1323293 PLAN: 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value	
* Fixed Interest Fund	Guaranteed Interest Account	\$ 1,731,934	
* Premier Core Bond	Pooled Separate Account	223,351	
* Select Strategic Bond	Pooled Separate Account	249,448	
* Premier Diversified Bond	Pooled Separate Account	149,457	
* Destination Retirement 2010	Pooled Separate Account	163,171	
* Destination Retirement 2020	Pooled Separate Account	476,766	
* Destination Retirement 2030	Pooled Separate Account	141,825	
* Destination Retirement 2040	Pooled Separate Account	224,930	
* Select Diversified Value	Pooled Separate Account	400,819	
* Washington Mutual Invs	Pooled Separate Account	73,626	
* Select Indexed Equity	Pooled Separate Account	719,916	
* Spectrum Growth	Pooled Separate Account	320,673	
* Premier Cap Appreciation	Pooled Separate Account	358,996	
* CCM Cap Appreciation	Pooled Separate Account	540,022	
* Growth America	Pooled Separate Account	245,267	
* Select Small Co Value	Pooled Separate Account	142,111	
Levd Co Stck(Fidelity Advisor)	Pooled Separate Account	232,632	
Adv Mid Cap Disc (WellsFargo)	Pooled Separate Account	221,290	
Select Mid Cap Growth II (TRP)	Pooled Separate Account	502,908	
Main St. Small Cap (OFI)	Pooled Separate Account	277,768	
New Horizons (T Rowe Price)	Pooled Separate Account	435,092	
Premier Global (OFI)	Pooled Separate Account	395,928	
Intl Value (Thornburg)	Pooled Separate Account	412,742	
EuroPacific Growth (American)	Pooled Separate Account	277,221	
REIT (OFI)	Pooled Separate Account	110,994	
Cullen Value (Pioneer)	Pooled Separate Account	126,990	
* Destination Retirement Income	Guaranteed Interest Account	156	
Participant loans	4.25% - 7.00%	16,027	
		<u>\$ 9,172,060</u>	

(d) "Cost" is not required as all investments are participant directed.

* Indicates a party-in-interest to the Plan.
See report of independent accountants.

ICI 401(k) Plan

Audit Results & Communications

**Report to the Innovative Concepts, Inc.
Administrative Committee**

October 7, 2010

Administrative Committee
Innovative Concepts, Inc.
Elbit Systems of America

Ladies and Gentlemen:

We are pleased to present the results of our audit of the December 31, 2009 financial statements of ICI 401(k) Plan (the "Plan").

This report to the Administrative Committee summarizes our audit, the scope of our engagement and the reports issued. This document also contains the communications to those charged with governance of the Plan that are required by our professional standards.

The audit is designed to express an opinion on the Plan's financial statements. We considered an assessment of risks that could materially affect the Plan's financial statements and aligned our audit procedures accordingly. We conducted the audit with the objectivity and independence that you, management, and those charged with governance expect. We received the full support and assistance of the Company's personnel.

This report is intended solely for the information and use of the Administrative Committee and management, and is not intended to be and should not be used by anyone other than these specified parties.

We would be pleased to meet with you to discuss the audit and the matters in this report.

Keith, Stephens, Hunt, Gary & Sheaves, P.C.

October 7, 2010
Glen Allen, Virginia

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AUDIT RESULTS AND COMMUNICATIONS

SUMMARY OF WHAT WE AGREED TO DO

As discussed with management during our planning process, our audit plan represented an approach responsive to the assessment of risk for the Plan. Specifically, we were engaged to:

Perform a limited-scope audit of the financial statements of the ICI 401(k) Plan.

Issue a management letter that provides our recommendations regarding internal controls and opportunities for improvement or efficiency, based on observations made during the course of our audit.

REQUIRED COMMUNICATIONS

Statement on Auditing Standards No. 114 requires the auditor to communicate certain matters to those charged with governance that may assist those charged with governance in overseeing management's financial reporting and disclosure process for the Plan. Below we summarize these required communications as they apply to ICI 401(k) Plan.

AREA	COMMENTS
<p>Auditor's Responsibilities Under Generally Accepted Auditing Standards</p> <p>The financial statements are the responsibility of management. Our audit was designed in accordance with the auditing standards generally accepted in the United States to provide reasonable, rather than absolute, assurance that the financial statements are free of material misstatement, except that, as permitted by Regulation 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and as instructed by the Plan, we did not perform any auditing procedures with respect to information prepared and certified as complete and accurate by the custodian, in accordance with DOL Regulation 2520.103-5, other than comparing the information with the related information included in the financial statements and supplemental schedules. Because of the significance of the information that we did not audit, we did not express an opinion on the financial statements and schedules taken as a whole. As a part of our audit, we obtained an understanding of internal control sufficient to plan our audit and to determine the nature, timing, and extent of testing performed.</p>	<p>We issued a disclaimer of opinion on the Plan's financial statements for the year ended December 31, 2009 due to the scope limitation on investments. This is permitted by 29 CFR 2520.103-8 of the Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.</p>
<p>Critical Accounting Policies and Practices</p> <p>We report all critical accounting policies and practices used by the Plan in preparing the financial statements and our assessment of the disclosure of such policies.</p>	<p>The financial statements of the Plan have disclosed its accounting policies and practices. These critical accounting policies and practices include:</p> <ul style="list-style-type: none"> ▪ Contributions ▪ Distributions ▪ Loans to Participants ▪ Investment Valuation and Income Recognition <p>The disclosures made by the Plan relative to its critical accounting policies and practices are, in our opinion, appropriate.</p>

REQUIRED COMMUNICATIONS, CONTINUED

AREA	COMMENTS
<p>Our Judgments About the Quality of the Plan's Accounting Principles</p> <p>We discuss our judgments about the quality, not just the acceptability, of the accounting policies as applied in the Plan's financial reporting, including the consistency of the accounting policies and their application and the clarity and completeness of the financial statements and related disclosures.</p>	<p>Based on our audit, we believe the accounting principles used by the Plan are consistent with the previous year and the judgments made by management were reasonable. Disclosures are considered appropriate and consistent with the regulatory requirements.</p>
<p>Sensitive Accounting Estimates</p> <p>The preparation of the financial statements requires the use of accounting estimates. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may differ significantly from management's expectations.</p> <p>We determine that the Administrative Committee is informed about management's process for formulating particularly sensitive accounting estimates and about the basis for our conclusions regarding the reasonableness of those estimates.</p>	<p>There were no significant estimates made by management for 2009.</p>
<p>The Adoption of, or a Change in an Accounting Principle</p> <p>We determine that the Administrative Committee is informed about the initial selection of, and any changes in, significant accounting principles or their application when the accounting principle or its application, including alternative methods of applying the accounting principle, has a material effect on the financial statements.</p>	<p>There were no new accounting principles or changes in accounting principles during 2009.</p>
<p>All Material Alternative Accounting Treatments Discussed with Management</p> <p>We report to the Administrative Committee all alternative accounting treatments within generally accepted accounting principles for policies and practices related to material items (including recognition, measurement, presentation and disclosure alternatives) that have been discussed with management during the current audit period including:</p> <ul style="list-style-type: none"> (i) Ramifications of the use of such alternative disclosures and treatments, including the reasons why the alternative was selected and, if management did not select our preferred alternative, the reasons why it was not selected. (ii) The treatment preferred by us. 	<p>During 2009, we did not discuss any material alternative accounting treatments with management.</p>
<p>Methods of Accounting for Significant Unusual Transactions and for Controversial or Emerging Areas</p> <p>We determine that the Administrative Committee is informed about the methods used to account for significant unusual transactions and the effects of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.</p>	<p>We are not aware of any significant unusual transactions recorded by the Plan or any significant accounting policies used by the Plan related to controversial or emerging areas for which there is a lack of authoritative guidance.</p>

REQUIRED COMMUNICATIONS, CONTINUED

AREA	COMMENTS
Significant Audit Adjustments We provide the Administrative Committee with information about adjustments arising from the audit (whether recorded or not) that could in our judgment either individually or in the aggregate have a significant effect on the Plan's financial statements.	The adjustments related to the 2009 audit consisted of recording employee and employer contributions receivable and adjusting the guaranteed interest account to fair value.
Unadjusted Audit Differences Considered by Management to Be Immaterial We inform the Administrative Committee about unadjusted audit differences accumulated by us (i.e., adjustments either identified by us or brought to our attention by management) during the current audit and pertaining to the latest period presented that were determined by management to be immaterial, both individually and in the aggregate, to the financial statements as a whole.	There were no unadjusted audit differences.
Fraud and Illegal Acts We report to the Administrative Committee fraud and illegal acts involving senior management and fraud and illegal acts (whether caused by senior management or other employees) that cause a material misstatement of the financial statements.	We are not aware of any fraud or illegal acts.
Material Weaknesses in Internal Control We are required to communicate all material weaknesses in internal control, which may have been identified during the course of our audit.	No material weaknesses were identified.
Disagreements with Management	None
Serious Difficulties Encountered in Dealing with Management when Performing the Audit	None
Major Issues Discussed with Management Prior to Retention	None
Management Representations in Connection with the Audit	We understand that the Plan Sponsor has provided you with a copy of the management representation letter.
Consultation with Other Accountants	None of which we are aware.
Independence We communicate, at least annually, the following to those charged with governance of the Plan. <ol style="list-style-type: none"> 1. Disclose, in writing, all relationships between Keiter Stephens and our related entities and the Plan and its related entities that, in our professional judgment, may reasonably be thought to bear on independence. 2. Confirm in writing that, in our professional judgment, we are independent of the Plan. 	We believe that, in our professional judgment, we are independent of the Plan and the Plan Sponsor.

SUMMARY OF UNADJUSTED AUDIT DIFFERENCES

During the course of our audit, we accumulate differences between amounts recorded by the Plan and amounts that we believe are required to be recorded under generally accepted accounting principles. Following is a summary of those differences:

	Recording Differences Would Have Increased (Decreased) Net Assets
Known Audit Differences:	\$ 0
Total Unadjusted Audit Differences	\$ 0

OTHER CONSIDERATIONS

In evaluating the materiality of these audit differences, we consider both quantitative and qualitative factors including:

- Whether the difference arises from an item capable of precise measurement or whether it arises from an estimate and, if so, the degree of imprecision inherent in the estimate
- Whether the difference masks a change in earnings or other trends

The Plan recorded all adjustments noted during the 2009 audit.

APPENDIX A – “NO MATERIAL WEAKNESSES” INTERNAL CONTROL LETTER

ICI 401(k) Plan
Administrative Committee

Except as discussed in the following paragraph, in planning and performing our audit of the financial statements of the ICI 401(k) Plan (the “Plan”) for the year ended December 31, 2009 in accordance with auditing standards generally accepted in the United States, we considered the Plan’s internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, and not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan’s internal control.

We were engaged to perform a Department of Labor (“DOL”) limited-scope audit of those financial statements as permitted by 29 CFR 2520.103-8 of the DOL’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Our audit did not include all of the procedures required by U.S. generally accepted auditing standards and did not include a consideration of internal control relating to investment information certified as complete and accurate by the Plan’s custodian. Because of the significance of the information that we did not audit, we were unable to, and did not, express an opinion on those financial statements.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal controls, such that there is a reasonable possibility that a material misstatement of the Plan’s financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first two paragraphs and was not designed to identify all deficiencies in internal control that might be significant deficiencies or material weaknesses and, therefore, there can be no assurance that all such deficiencies have been identified. We did not identify any deficiencies in internal control that we consider to be material weaknesses. However, during our audit we became aware of certain matters that are opportunities for strengthening internal controls and operating efficiency. The comments that accompany this letter summarize our observations and suggestions regarding those matters.

We will review the status of these comments during our next audit engagement. We will be pleased to discuss them in further detail at your convenience, to perform any additional study of these matters, or to assist you in implementing the recommendations.

This communication is intended solely for the information and use of the Administrative Committee, management, and others within the Company, and is not intended to be and should not be used by anyone other than these specified parties.

Keith, Stephens, Hunter, Gary & Sheaves, P.C.

October 7, 2010
Glen Allen, Virginia

APPENDIX B – AUDIT OBSERVATIONS

Plan Monitoring and Administration

As mentioned in the prior year, during the 2009 audit, we determined that since November 2008, no formal oversight of the Plan and/or documentation of oversight is maintained. We suggest that those charged with governance and Plan management meet at least semi-annually to discuss Plan performance, compliance, and risks that may be relevant. We believe this will provide stronger monitoring over the Plan, and help ensure the Plan is providing benefits as intended to participants, as well as to monitor any significant compliance related issues or other risks to the Plan.

In a review of the Form 5500, we observed that the Plan has 59 terminated participants with account balances at December 31, 2009. Making distributions to some of these terminated participants based on account balances or some other criteria, could get the total headcount under 100 participants and save the cost of an annual audit of the Plan's financial statements.

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ICI 401K PLAN

EIN: 54-1323293

Plan Sponsor's Name INNOVATIVE CONCEPTS, INC.

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
		GUARANTEED INTEREST ACCOUNT		
*	MASS MUTUAL		1,731,934	1,731,934
		SIA-LG		
*	MASS MUTUAL		0	5
		SIA-BA		
*	MASS MUTUAL		121,694	141,825
		SIA-BC		
*	MASS MUTUAL		155	156
		SIA-BE		
*	MASS MUTUAL		239,031	224,930
		SIA-BP		
*	MASS MUTUAL		484,423	476,766
		SIA-C1		
*	MASS MUTUAL		298,535	277,768

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ICI 401K PLAN

EIN: 54-1323293

Plan Sponsor's Name INNOVATIVE CONCEPTS, INC.

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MASS MUTUAL	SIA - C2	136,151	110,994
*	MASS MUTUAL	SIA - CJ	416,230	412,742
*	MASS MUTUAL	SIA - CM	642,125	540,022
*	MASS MUTUAL	SIA - HW	245,550	245,267
*	MASS MUTUAL	SIA - J8	163,036	163,171
*	MASS MUTUAL	SIA - JK	533,766	400,813
*	MASS MUTUAL	SIA - LE	194,786	223,351

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ICI 401K PLAN

EIN: 54-1323293

Plan Sponsor's Name INNOVATIVE CONCEPTS, INC.

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MASS MUTUAL	SIA-LP	131,764	149,457
*	MASS MUTUAL	SIA-LX	831,369	719,916
*	MASS MUTUAL	SIA-LY	146,615	142,111
*	MASS MUTUAL	SIA-OD	424,545	395,928
*	MASS MUTUAL	SIA-PV	128,117	126,990
*	MASS MUTUAL	SIA-QC	382,484	358,996
*	MASS MUTUAL	SIA-QE	225,528	249,448

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ICI 401K PLAN

EIN: 54-1323293

Plan Sponsor's Name INNOVATIVE CONCEPTS, INC.

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MASS MUTUAL	SIA-RR	238,347	221,290
*	MASS MUTUAL	SIA-VB	271,774	277,221
*	MASS MUTUAL	SIA-VC	83,081	73,626
*	MASS MUTUAL	SIA-VI	238,422	232,632
*	MASS MUTUAL	SIA-W9	493,341	502,908
*	MASS MUTUAL	SIA-WG	427,522	435,091
*	MASS MUTUAL	SIA-WH	315,005	320,673

[illegible]