

<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 NORESKO, LLC 401(K) PLAN	1b	Three-digit plan number (PN) ▶ 001	
		1c	Effective date of plan 01/01/2006	
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) NORESKO, LLC ONE RESEARCH DRIVE SUITE 400C WESTBOROUGH, MA 01581		2b	Employer Identification Number (EIN) 04-3584666
		2c	Sponsor's telephone number 508-614-1020	
		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.	10/15/2010	RUTH GACCETTA
	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") NORESKO, LLC ONE RESEARCH DRIVE SUITE 400C WESTBOROUGH, MA 01581	3b Administrator's EIN 04-3584666 3c Administrator's telephone number 508-614-1020
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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	379
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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	366
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	2
d Subtotal. Add lines 6a , 6b , and 6c	6d	368
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	368
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	268
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4

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 2T

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div>SCHEDULE C</div> <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>Service Provider 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>	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 NORESCO, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 NORESCO, LLC	D Employer Identification Number (EIN) 04-3584666

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	13310	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF SM CAP VAL INV - STATE STREET B 04-1867445	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LD ABBETT MIDCPVAL A - DST SYSTEMS, 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO HIGH YIELD ADM - BOSTON FINAN 04-2526037	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER SM MID CAP - US BANCORP FUN 39-0281260	0.35%

(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</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>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 NORESKO, LLC 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 NORESKO, LLC				D Employer Identification Number (EIN) 04-3584666	
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: FID MGD INC PORT					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3287501	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan NORESKO, LLC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 NORESKO, LLC	D Employer Identification Number (EIN) 04-3584666	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	297896	267061
(9) Value of interest in common/collective trusts.....	1c(9)	3276487	3287501
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	12697303	17748336
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	16271686	21302898

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	16271686	21302898
---	-----------	----------	----------

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)	330510	
(B) Participants	2a(1)(B)	690928	
(C) Others (including rollovers)	2a(1)(C)	2095	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1023533
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	20789	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		20789
(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)	303425	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		303425
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		173705
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3966753
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5488205

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	381349	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		381349
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		62201
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	13443	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		13443
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		456993

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5031212
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: SCHNEIDER DOWNS & CO INC

(2) EIN: 25-1408703

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.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
UTC EMPLOYEE SAVINGS PLAN	06-0570975	017

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

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

A Name of plan <u>NORESCO, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NORESCO, LLC</u>	D Employer Identification Number (EIN) <u>04-3584666</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>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

NORESCO, LLC 401(k) PLAN
Pittsburgh, Pennsylvania

Financial Statements
and
Supplementary Financial Information
As of December 31, 2009 and 2008
and for the year ended December 31, 2009
and Independent Auditors' Report Thereon

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INSIGHT ■ INNOVATION ■ EXPERIENCE

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Noresco, LLC
Pittsburgh, Pennsylvania

We were engaged to audit the accompanying statements of net assets available for benefits of Noresco, LLC 401(k) Plan (Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplemental schedule of assets (held at end of year) as of December 31, 2009. 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 referred to in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Pittsburgh, Pennsylvania
October 14, 2010

Schneider Downs & Co., Inc.
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NORESCO, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2009	2008
ASSETS		
INVESTMENTS, at market value	\$21,035,837	\$15,973,790
LOANS TO PARTICIPANTS	267,061	297,896
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	21,302,898	16,271,686
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	61,132	176,740
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$21,364,030</u>	<u>\$16,448,426</u>

See notes to financial statements.

NORESCO, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS TO ASSETS ATTRIBUTED TO:

Contributions:

Participant	\$ 690,928
Employer	330,510
Rollover	2,095
	<u>1,023,533</u>

Investment income:

Interest and dividend income	303,425
Interest on loans	20,789
	<u>324,214</u>

Net Appreciation in fair value of investments	4,024,850
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Total Additions	5,372,597
-----------------	-----------

DEDUCTIONS FROM ASSETS ATTRIBUTABLE TO:

Distributions to participants	443,550
Administrative expenses	13,443
	<u>456,993</u>

Total Deductions	456,993
------------------	---------

Increase In Net Assets Available For Benefits	4,915,604
---	-----------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>16,448,426</u>
End of year	<u><u>\$21,364,030</u></u>

See notes to financial statements.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Noresco, LLC 401(k) Plan (Plan) is provided for general information purposes only. More complete information regarding Plan provisions may be found in the Plan document.

General - The Plan, effective January 1, 2006, is a defined contribution 401(k) plan intended to comply with the provisions of Sections 401(a) and 401(k) of the Internal Revenue Code (IRC). All employees of Noresco, LLC (Company) may become participants of the Plan on the first day of the month coinciding with or immediately following their date of employment, as defined by the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In November 2008, the Plan sponsor was acquired by the Carrier Corporation, a wholly owned subsidiary of United Technologies Corporation. As of March 31, 2009, the Company elected to freeze all contributions into the Plan. The Company also adopted a plan amendment to merge all assets of the Plan to an existing Plan sponsored by United Technologies Corporation on January 29, 2010.

Plan Administration - Under the trust agreement, Fidelity Management Trust Company (Fidelity) was appointed trustee for the Plan. The Plan administrators have the power to interpret provisions of the Plan, decide any disputes that may arise with regard to the rights of participants and, in general, to direct the administration of the Plan.

Contributions - Participants may contribute through salary reduction up to 60% of total compensation, as defined, subject to statutory limitations and certain restrictions as defined by the Plan. The Plan also permits Company discretionary matching contributions. For the plan year ended December 31, 2009, the employer matching contributions were based on years of service as follows: 50% in the first year of service, 75% in the second year of service and 100% after 3 years of service, all subject to a maximum match of 6% of eligible compensation.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of Plan earnings. Allocations are based on account balances, as defined.

Vesting - Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited service. Years of continuous service includes service with Equitable Resources, Inc., the former parent of the Company. Participants who transferred assets to the Plan from the Equitable Resources, Inc., Employee Savings Plan as a result of the Stock Purchase Agreement were 100% vested in the transferred assets and future contributions to this Plan.

Investments - Participant-directed accounts may be invested in various investment options. The trustee maintains and monitors these accounts. Information regarding the detail of individual investments held by the Plan's trustee at December 31, 2009 and the significant investment transactions during the year then ended is contained in the individual fund prospectus, which is available upon request from the Plan administrator.

Benefit Payments - Upon termination of service due to death, disability, retirement or other reasons, the employer may elect to distribute as a lump sum an amount equal to the value of the participant's vested interest in the account. Benefits are recorded when paid.

Participant Loans - The Plan administrator has the power to make loans against a participant's account at the request of a participant. The total of such loans from the Plan to a participant will not exceed the lesser of the following amounts:

- a. \$50,000 reduced by the highest outstanding loan balance during the prior 12 months, or
- b. An amount equal to 50% of any participant's current vested account balance.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - DESCRIPTION OF PLAN (Continued)

The minimum loan amount is \$1,000. The period of payment for participant loans will be a maximum of five years, or longer if for the purchase of a primary residence. Each loan will bear interest at a rate commensurate with local financial institutions for similar loans at the time the loan is made as determined by the Plan administrator. Principal and interest are paid ratably, generally through monthly payroll deductions.

Forfeitures - Forfeitures from participants who terminate employment are used to reduce the Company's profit sharing contributions to the Plan for the year in which the forfeiture arises. There were no forfeitures available for use by the Company as of December 31, 2009.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies consistently applied by the Plan administrator in the preparation of the accompanying financial statements follows:

Codification - During 2009, the Plan adopted the Financial Accounting Standards Board (FASB) Accounting Standards Codification (Codification) and its hierarchy of generally accepted accounting principles (GAAP). Effective July 1, 2009, the Codification became the single source of authoritative nongovernmental United States GAAP, superseding existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and related literature. The Codification eliminates the previous GAAP hierarchy and establishes one level of authoritative GAAP. Since the Codification was not intended to change existing GAAP, it did not have any impact on the Plan's financial statements other than the manner in which GAAP is referenced.

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Basis of Accounting - The accounts of the Plan are maintained on the accrual basis of accounting. Currently, expenses incurred by the Plan administrator, trustee and legal counsel for their services and cost in administering the Plan are paid directly by the Company.

Guaranteed Investment Contracts - As of December 31, 2006, the management of the Plan adopted the Financial Accounting Standards Board (FASB) Staff Position (FSP) AAG INV-1 and Statement of Position No. 94-4-1, "Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans," which requires the statement of net assets available for benefits to present the fair value of the Plan's investments as well as the adjustment from fair value to contract value of the fully benefit-responsive investment contracts. Implementation of this FSP had no impact on net assets of the Plan and only affected the presentation of the investments within the Plan's statement of net assets available for benefits and the presentation of net realized and unrealized appreciation in fair value of investments within the Plan's statements of changes in net assets available for benefits. The implementation of this FSP did not have a material impact on the Plan's financial statements.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation - All investments are participant directed. The Plan's 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 4 for discussion of fair value measurements.

Income Recognition - Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on an accrual basis. Dividend income is recorded on the ex-dividend date. The income is allocated based on the ratio that the participant's account balance bears to the aggregate of all participant account balances each business day of the plan year, excluding loans and withdrawals where applicable.

Net Appreciation in Fair Value of Investments - Net realized and unrealized appreciation is allocated based on the ratio that the participant's account balance bears to the aggregate of all participant account balances each business day of the plan year, excluding loans and withdrawals where applicable.

Administrative Expenses - The Company paid administrative expenses of approximately \$5,000 on behalf of the Plan during 2009.

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

NOTE 3 - INVESTMENTS

The trustee of the Plan held the Plan's investments and executed transactions therein.

The Plan's investments are stated at fair market value. The fair market value of individual assets that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	<u>2009</u>	<u>2008</u>
Fidelity Managed Income Portfolio	\$ 3,287,501	\$ 3,276,488
Fidelity Growth Company	2,675,941	1,832,503
Fidelity Contrafund	2,035,039	1,313,254
Fidelity Diversified International Fund	1,596,968	1,176,570
Fidelity Emerging Markets	1,409,562	N/A
Fidelity Balanced Fund	1,329,336	1,217,164
PIMCO Total Return	1,306,235	989,423
Fidelity Large Cap Value Fund	1,141,198	1,191,311
Rainier Small/Mid Cap Fund	N/A	816,427

All appreciation or depreciation of the Plan's investments was related to investments in mutual funds.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS

The Fair Value Measurement topic of the Codification defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures related to fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

The Fair Value Measurement topic defines fair value as 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. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in the Accounting for Leases topic of the Codification. The Fair Value Measurement topic established a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Fair value measurements are assigned a level within the hierarchy based on the lowest significant input level. The three levels of the fair value hierarchy under the Fair Value Measurement topic are described on the following page:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

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

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

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Mutual Funds - Investments in mutual funds are valued at quoted net asset values at year-end. They are classified within Level 1 of the fair value hierarchy.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Managed Income Portfolio - Based on the contractual terms of the underlying Guaranteed Interest Contracts, which provides a daily mil-rate for income accretion. This is classified within Level 2 of the fair value hierarchy.

Participant Loans - Participant loans are valued at amortized cost, which approximates fair value. They are classified within Level 3 of the fair value hierarchy.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2009				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Large Cap	\$ 6,611,412	-	-	\$ 6,611,412
Mid Cap	1,453,925	-	-	1,453,925
Small Cap	952,366	-	-	952,366
International	3,006,530	-	-	3,006,530
Blended Investments	3,788,920	-	-	3,788,920
Income – Bond	1,935,185	-	-	1,935,185
Managed income portfolio	-	\$ 3,287,501	-	3,287,501
Participant loans	-	-	\$ 267,061	267,061
	<u>\$ 17,748,336</u>	<u>\$ 3,287,501</u>	<u>\$ 267,061</u>	<u>\$ 21,302,898</u>

2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 12,697,302	-	-	\$ 12,697,302
Managed income portfolio	-	\$ 3,276,488	-	3,276,488
Participant loans	-	-	\$ 297,896	297,896
	<u>\$ 12,697,302</u>	<u>\$ 3,276,488</u>	<u>\$ 297,896</u>	<u>\$ 16,271,686</u>

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following is a reconciliation of the beginning and ending balances for assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended December 31, 2009:

	<u>Participant Loans</u>
Balance, end of year December 31, 2008	\$ 297,896
Purchases, sales, issuances and settlements, net	<u>(30,385)</u>
Balance, end of year December 31, 2009	<u>\$ 267,061</u>

NOTE 5 - TAX STATUS

The Plan is a prototype plan that uses the corporate plan for Retirement Plan and Trust Document sponsored by Fidelity. This plan has not yet received a determination letter from the Internal Revenue Service regarding its design in accordance with the applicable sections of the IRC. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The company believes that the Plan continues to qualify and operate as designed and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - PLAN TERMINATION

In November 2008, the Plan sponsor was acquired by the Carrier Corporation, a wholly owned subsidiary of United Technologies Corporation. As of March 31, 2009, the Company has elected to freeze all contributions to the Plan. The Company terminated the Plan in January 2010, and all Plan assets were merged into an existing Plan sponsored by United Technologies Corporation on January 29, 2010.

NOTE 7 - INFORMATION PROVIDED BY THE TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment income, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009.
- The schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

The Plan's independent public accountants did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 8 - RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500 is as follows:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 21,364,030	\$ 16,488,426
Adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts	<u>(61,132)</u>	<u>(176,740)</u>
Net assets available for benefits per the Form 5500	\$ <u>21,302,898</u>	\$ <u>16,271,686</u>

The accompanying financial statements present the interest in a common collective trust relating to fully benefit-responsive investment contracts at contract value. The Form 5500 requires the interest in a common collective trust relating to fully benefit-responsive investment contracts to be reported at fair value. Therefore, the adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts represents a reconciling item.

SUPPLEMENTARY FINANCIAL INFORMATION

NORESCO, LLC 401(k) PLAN

EIN: 04-3584666

PLAN NUMBER: 001

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

(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
*	Fidelity	Managed Income Portfolio	N/A	\$ 3,287,501
*	Fidelity	Growth Company	N/A	2,675,941
*	Fidelity	Contrafund	N/A	2,035,039
*	Fidelity	Diversified International Fund	N/A	1,596,968
*	Fidelity	Emerging Markets Fund	N/A	1,409,562
*	Fidelity	Balanced Fund	N/A	1,329,336
*	Fidelity	PIMCO Total Return	N/A	1,306,235
*	Fidelity	Large Cap Value Fund	N/A	1,141,198
*	Fidelity	Rainier Small/Mid Cap Fund	N/A	1,028,585
*	Fidelity	Freedom 2025 Fund	N/A	818,108
*	Fidelity	PIMCO High Yield Fund	N/A	628,950
*	Fidelity	ABF Small Cap Value Fund	N/A	562,839
*	Fidelity	Freedom 2035 Fund	N/A	531,766
*	Spartan	US Equity Index Fund	N/A	472,364
*	Fidelity	Lord Abbett Mid Cap Value Fund	N/A	425,339
*	Fidelity	Small Cap Independent Fund	N/A	389,527
*	Fidelity	Freedom 2030 Fund	N/A	340,201
*	Spartan	Total Market Index Fund	N/A	286,868
*	Fidelity	Freedom 2015 Fund	N/A	258,645
*	Fidelity	Freedom 2040 Fund	N/A	188,684
*	Fidelity	Freedom Income Fund	N/A	100,055
*	Fidelity	Freedom 2010 Fund	N/A	75,159
*	Fidelity	Freedom 2020 Fund	N/A	66,670
*	Fidelity	Freedom 2000 Fund	N/A	47,627
*	Fidelity	Fidelity Freedom 2050	N/A	15,071
*	Fidelity	Freedom 2005 Fund	N/A	11,106
*	Fidelity	Fidelity Freedom 2045	N/A	6,493
				<u>21,035,837</u>
*	Participant Loans	Loans to participants (with interest rates ranging from 5% - 9% and various maturities through 2017)		<u>267,061</u>
				<u><u>\$21,302,898</u></u>

* Party-in-interest

See independent auditors' report.

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NORESCO, LLC 401(k) PLAN
Pittsburgh, Pennsylvania

Financial Statements
and
Supplementary Financial Information
As of December 31, 2009 and 2008
and for the year ended December 31, 2009
and Independent Auditors' Report Thereon

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
Noresco, LLC
Pittsburgh, Pennsylvania

We were engaged to audit the accompanying statements of net assets available for benefits of Noresco, LLC 401(k) Plan (Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplemental schedule of assets (held at end of year) as of December 31, 2009. 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 referred to in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
October 14, 2010

Schneider Downs & Co., Inc.
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NORESCO, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2009	2008
ASSETS		
INVESTMENTS, at market value	\$21,035,837	\$15,973,790
LOANS TO PARTICIPANTS	267,061	297,896
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	21,302,898	16,271,686
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	61,132	176,740
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$21,364,030</u>	<u>\$16,448,426</u>

See notes to financial statements.

NORESCO, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS TO ASSETS ATTRIBUTED TO:

Contributions:

Participant	\$ 690,928
Employer	330,510
Rollover	2,095
	<u>1,023,533</u>

Investment income:

Interest and dividend income	303,425
Interest on loans	20,789
	<u>324,214</u>

Net Appreciation in fair value of investments	4,024,850
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Total Additions	5,372,597
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DEDUCTIONS FROM ASSETS ATTRIBUTABLE TO:

Distributions to participants	443,550
Administrative expenses	13,443
	<u>456,993</u>

Total Deductions	456,993
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Increase In Net Assets Available For Benefits	4,915,604
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>16,448,426</u>
End of year	<u><u>\$21,364,030</u></u>

See notes to financial statements.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - DESCRIPTION OF PLAN

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NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - DESCRIPTION OF PLAN (Continued)

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Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation - All investments are participant directed. The Plan's 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 4 for discussion of fair value measurements.

Income Recognition - Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on an accrual basis. Dividend income is recorded on the ex-dividend date. The income is allocated based on the ratio that the participant's account balance bears to the aggregate of all participant account balances each business day of the plan year, excluding loans and withdrawals where applicable.

Net Appreciation in Fair Value of Investments - Net realized and unrealized appreciation is allocated based on the ratio that the participant's account balance bears to the aggregate of all participant account balances each business day of the plan year, excluding loans and withdrawals where applicable.

Administrative Expenses - The Company paid administrative expenses of approximately \$5,000 on behalf of the Plan during 2009.

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

NOTE 3 - INVESTMENTS

The trustee of the Plan held the Plan's investments and executed transactions therein.

The Plan's investments are stated at fair market value. The fair market value of individual assets that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	<u>2009</u>	<u>2008</u>
Fidelity Managed Income Portfolio	\$ 3,287,501	\$ 3,276,488
Fidelity Growth Company	2,675,941	1,832,503
Fidelity Contrafund	2,035,039	1,313,254
Fidelity Diversified International Fund	1,596,968	1,176,570
Fidelity Emerging Markets	1,409,562	N/A
Fidelity Balanced Fund	1,329,336	1,217,164
PIMCO Total Return	1,306,235	989,423
Fidelity Large Cap Value Fund	1,141,198	1,191,311
Rainier Small/Mid Cap Fund	N/A	816,427

All appreciation or depreciation of the Plan's investments was related to investments in mutual funds.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS

The Fair Value Measurement topic of the Codification defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures related to fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

The Fair Value Measurement topic defines fair value as 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. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in the Accounting for Leases topic of the Codification. The Fair Value Measurement topic established a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Fair value measurements are assigned a level within the hierarchy based on the lowest significant input level. The three levels of the fair value hierarchy under the Fair Value Measurement topic are described on the following page:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

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

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

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Mutual Funds - Investments in mutual funds are valued at quoted net asset values at year-end. They are classified within Level 1 of the fair value hierarchy.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Managed Income Portfolio - Based on the contractual terms of the underlying Guaranteed Interest Contracts, which provides a daily mil-rate for income accretion. This is classified within Level 2 of the fair value hierarchy.

Participant Loans - Participant loans are valued at amortized cost, which approximates fair value. They are classified within Level 3 of the fair value hierarchy.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2009				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Large Cap	\$ 6,611,412	-	-	\$ 6,611,412
Mid Cap	1,453,925	-	-	1,453,925
Small Cap	952,366	-	-	952,366
International	3,006,530	-	-	3,006,530
Blended Investments	3,788,920	-	-	3,788,920
Income – Bond	1,935,185	-	-	1,935,185
Managed income portfolio	-	\$ 3,287,501	-	3,287,501
Participant loans	-	-	\$ 267,061	267,061
	<u>\$ 17,748,336</u>	<u>\$ 3,287,501</u>	<u>\$ 267,061</u>	<u>\$ 21,302,898</u>

2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 12,697,302	-	-	\$ 12,697,302
Managed income portfolio	-	\$ 3,276,488	-	3,276,488
Participant loans	-	-	\$ 297,896	297,896
	<u>\$ 12,697,302</u>	<u>\$ 3,276,488</u>	<u>\$ 297,896</u>	<u>\$ 16,271,686</u>

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following is a reconciliation of the beginning and ending balances for assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended December 31, 2009:

	<u>Participant Loans</u>
Balance, end of year December 31, 2008	\$ 297,896
Purchases, sales, issuances and settlements, net	<u>(30,385)</u>
Balance, end of year December 31, 2009	<u>\$ 267,061</u>

NOTE 5 - TAX STATUS

The Plan is a prototype plan that uses the corporate plan for Retirement Plan and Trust Document sponsored by Fidelity. This plan has not yet received a determination letter from the Internal Revenue Service regarding its design in accordance with the applicable sections of the IRC. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The company believes that the Plan continues to qualify and operate as designed and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - PLAN TERMINATION

In November 2008, the Plan sponsor was acquired by the Carrier Corporation, a wholly owned subsidiary of United Technologies Corporation. As of March 31, 2009, the Company has elected to freeze all contributions to the Plan. The Company terminated the Plan in January 2010, and all Plan assets were merged into an existing Plan sponsored by United Technologies Corporation on January 29, 2010.

NOTE 7 - INFORMATION PROVIDED BY THE TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment income, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009.
- The schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

The Plan's independent public accountants did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 8 - RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500 is as follows:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 21,364,030	\$ 16,488,426
Adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts	<u>(61,132)</u>	<u>(176,740)</u>
Net assets available for benefits per the Form 5500	\$ <u>21,302,898</u>	\$ <u>16,271,686</u>

The accompanying financial statements present the interest in a common collective trust relating to fully benefit-responsive investment contracts at contract value. The Form 5500 requires the interest in a common collective trust relating to fully benefit-responsive investment contracts to be reported at fair value. Therefore, the adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts represents a reconciling item.

SUPPLEMENTARY FINANCIAL INFORMATION

NORESCO, LLC 401(k) PLAN

EIN: 04-3584666

PLAN NUMBER: 001

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

(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
*	Fidelity	Managed Income Portfolio	N/A	\$ 3,287,501
*	Fidelity	Growth Company	N/A	2,675,941
*	Fidelity	Contrafund	N/A	2,035,039
*	Fidelity	Diversified International Fund	N/A	1,596,968
*	Fidelity	Emerging Markets Fund	N/A	1,409,562
*	Fidelity	Balanced Fund	N/A	1,329,336
*	Fidelity	PIMCO Total Return	N/A	1,306,235
*	Fidelity	Large Cap Value Fund	N/A	1,141,198
*	Fidelity	Rainier Small/Mid Cap Fund	N/A	1,028,585
*	Fidelity	Freedom 2025 Fund	N/A	818,108
*	Fidelity	PIMCO High Yield Fund	N/A	628,950
*	Fidelity	ABF Small Cap Value Fund	N/A	562,839
*	Fidelity	Freedom 2035 Fund	N/A	531,766
*	Spartan	US Equity Index Fund	N/A	472,364
*	Fidelity	Lord Abbett Mid Cap Value Fund	N/A	425,339
*	Fidelity	Small Cap Independent Fund	N/A	389,527
*	Fidelity	Freedom 2030 Fund	N/A	340,201
*	Spartan	Total Market Index Fund	N/A	286,868
*	Fidelity	Freedom 2015 Fund	N/A	258,645
*	Fidelity	Freedom 2040 Fund	N/A	188,684
*	Fidelity	Freedom Income Fund	N/A	100,055
*	Fidelity	Freedom 2010 Fund	N/A	75,159
*	Fidelity	Freedom 2020 Fund	N/A	66,670
*	Fidelity	Freedom 2000 Fund	N/A	47,627
*	Fidelity	Fidelity Freedom 2050	N/A	15,071
*	Fidelity	Freedom 2005 Fund	N/A	11,106
*	Fidelity	Fidelity Freedom 2045	N/A	6,493
				<u>21,035,837</u>
*	Participant Loans	Loans to participants (with interest rates ranging from 5% - 9% and various maturities through 2017)		<u>267,061</u>
				<u><u>\$21,302,898</u></u>

* Party-in-interest

See independent auditors' report.

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NORESCO, LLC 401(k) PLAN
Pittsburgh, Pennsylvania

Financial Statements
and
Supplementary Financial Information
As of December 31, 2009 and 2008
and for the year ended December 31, 2009
and Independent Auditors' Report Thereon

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Notes to Financial Statements	4
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INDEPENDENT AUDITORS' REPORT

Plan Administrator
Noresco, LLC
Pittsburgh, Pennsylvania

We were engaged to audit the accompanying statements of net assets available for benefits of Noresco, LLC 401(k) Plan (Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplemental schedule of assets (held at end of year) as of December 31, 2009. 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 referred to in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
October 14, 2010

Schneider Downs & Co., Inc.
www.schneiderdowns.com



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Pittsburgh, PA 15222-4205
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FAX 614.621.4062

NORESCO, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2009	2008
ASSETS		
INVESTMENTS, at market value	\$21,035,837	\$15,973,790
LOANS TO PARTICIPANTS	267,061	297,896
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	21,302,898	16,271,686
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	61,132	176,740
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$21,364,030</u>	<u>\$16,448,426</u>

See notes to financial statements.

NORESCO, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS TO ASSETS ATTRIBUTED TO:

Contributions:

Participant	\$ 690,928
Employer	330,510
Rollover	2,095
	<u>1,023,533</u>

Investment income:

Interest and dividend income	303,425
Interest on loans	20,789
	<u>324,214</u>

Net Appreciation in fair value of investments	4,024,850
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Total Additions	5,372,597
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DEDUCTIONS FROM ASSETS ATTRIBUTABLE TO:

Distributions to participants	443,550
Administrative expenses	13,443
	<u>456,993</u>

Total Deductions	456,993
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Increase In Net Assets Available For Benefits	4,915,604
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>16,448,426</u>
End of year	<u><u>\$21,364,030</u></u>

See notes to financial statements.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Noresco, LLC 401(k) Plan (Plan) is provided for general information purposes only. More complete information regarding Plan provisions may be found in the Plan document.

General - The Plan, effective January 1, 2006, is a defined contribution 401(k) plan intended to comply with the provisions of Sections 401(a) and 401(k) of the Internal Revenue Code (IRC). All employees of Noresco, LLC (Company) may become participants of the Plan on the first day of the month coinciding with or immediately following their date of employment, as defined by the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In November 2008, the Plan sponsor was acquired by the Carrier Corporation, a wholly owned subsidiary of United Technologies Corporation. As of March 31, 2009, the Company elected to freeze all contributions into the Plan. The Company also adopted a plan amendment to merge all assets of the Plan to an existing Plan sponsored by United Technologies Corporation on January 29, 2010.

Plan Administration - Under the trust agreement, Fidelity Management Trust Company (Fidelity) was appointed trustee for the Plan. The Plan administrators have the power to interpret provisions of the Plan, decide any disputes that may arise with regard to the rights of participants and, in general, to direct the administration of the Plan.

Contributions - Participants may contribute through salary reduction up to 60% of total compensation, as defined, subject to statutory limitations and certain restrictions as defined by the Plan. The Plan also permits Company discretionary matching contributions. For the plan year ended December 31, 2009, the employer matching contributions were based on years of service as follows: 50% in the first year of service, 75% in the second year of service and 100% after 3 years of service, all subject to a maximum match of 6% of eligible compensation.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of Plan earnings. Allocations are based on account balances, as defined.

Vesting - Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited service. Years of continuous service includes service with Equitable Resources, Inc., the former parent of the Company. Participants who transferred assets to the Plan from the Equitable Resources, Inc., Employee Savings Plan as a result of the Stock Purchase Agreement were 100% vested in the transferred assets and future contributions to this Plan.

Investments - Participant-directed accounts may be invested in various investment options. The trustee maintains and monitors these accounts. Information regarding the detail of individual investments held by the Plan's trustee at December 31, 2009 and the significant investment transactions during the year then ended is contained in the individual fund prospectus, which is available upon request from the Plan administrator.

Benefit Payments - Upon termination of service due to death, disability, retirement or other reasons, the employer may elect to distribute as a lump sum an amount equal to the value of the participant's vested interest in the account. Benefits are recorded when paid.

Participant Loans - The Plan administrator has the power to make loans against a participant's account at the request of a participant. The total of such loans from the Plan to a participant will not exceed the lesser of the following amounts:

- a. \$50,000 reduced by the highest outstanding loan balance during the prior 12 months, or
- b. An amount equal to 50% of any participant's current vested account balance.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1 - DESCRIPTION OF PLAN (Continued)

The minimum loan amount is \$1,000. The period of payment for participant loans will be a maximum of five years, or longer if for the purchase of a primary residence. Each loan will bear interest at a rate commensurate with local financial institutions for similar loans at the time the loan is made as determined by the Plan administrator. Principal and interest are paid ratably, generally through monthly payroll deductions.

Forfeitures - Forfeitures from participants who terminate employment are used to reduce the Company's profit sharing contributions to the Plan for the year in which the forfeiture arises. There were no forfeitures available for use by the Company as of December 31, 2009.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies consistently applied by the Plan administrator in the preparation of the accompanying financial statements follows:

Codification - During 2009, the Plan adopted the Financial Accounting Standards Board (FASB) Accounting Standards Codification (Codification) and its hierarchy of generally accepted accounting principles (GAAP). Effective July 1, 2009, the Codification became the single source of authoritative nongovernmental United States GAAP, superseding existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and related literature. The Codification eliminates the previous GAAP hierarchy and establishes one level of authoritative GAAP. Since the Codification was not intended to change existing GAAP, it did not have any impact on the Plan's financial statements other than the manner in which GAAP is referenced.

The Company has adopted the Subsequent Events topic of the Codification. This guidance defines subsequent events as events or transactions that occur after the balance sheet date, but before the financial statements are issued or are available to be issued. Management has evaluated subsequent events through October 14, 2010, the date on which the financial statements were available to be issued.

Basis of Accounting - The accounts of the Plan are maintained on the accrual basis of accounting. Currently, expenses incurred by the Plan administrator, trustee and legal counsel for their services and cost in administering the Plan are paid directly by the Company.

Guaranteed Investment Contracts - As of December 31, 2006, the management of the Plan adopted the Financial Accounting Standards Board (FASB) Staff Position (FSP) AAG INV-1 and Statement of Position No. 94-4-1, "Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans," which requires the statement of net assets available for benefits to present the fair value of the Plan's investments as well as the adjustment from fair value to contract value of the fully benefit-responsive investment contracts. Implementation of this FSP had no impact on net assets of the Plan and only affected the presentation of the investments within the Plan's statement of net assets available for benefits and the presentation of net realized and unrealized appreciation in fair value of investments within the Plan's statements of changes in net assets available for benefits. The implementation of this FSP did not have a material impact on the Plan's financial statements.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation - All investments are participant directed. The Plan's 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 4 for discussion of fair value measurements.

Income Recognition - Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on an accrual basis. Dividend income is recorded on the ex-dividend date. The income is allocated based on the ratio that the participant's account balance bears to the aggregate of all participant account balances each business day of the plan year, excluding loans and withdrawals where applicable.

Net Appreciation in Fair Value of Investments - Net realized and unrealized appreciation is allocated based on the ratio that the participant's account balance bears to the aggregate of all participant account balances each business day of the plan year, excluding loans and withdrawals where applicable.

Administrative Expenses - The Company paid administrative expenses of approximately \$5,000 on behalf of the Plan during 2009.

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

NOTE 3 - INVESTMENTS

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The Plan's investments are stated at fair market value. The fair market value of individual assets that represent 5% or more of the Plan's net assets as of December 31 are as follows:

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NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

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The Fair Value Measurement topic defines fair value as 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. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in the Accounting for Leases topic of the Codification. The Fair Value Measurement topic established a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Fair value measurements are assigned a level within the hierarchy based on the lowest significant input level. The three levels of the fair value hierarchy under the Fair Value Measurement topic are described on the following page:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

Mutual Funds - Investments in mutual funds are valued at quoted net asset values at year-end. They are classified within Level 1 of the fair value hierarchy.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Managed Income Portfolio - Based on the contractual terms of the underlying Guaranteed Interest Contracts, which provides a daily mil-rate for income accretion. This is classified within Level 2 of the fair value hierarchy.

Participant Loans - Participant loans are valued at amortized cost, which approximates fair value. They are classified within Level 3 of the fair value hierarchy.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2009				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Large Cap	\$ 6,611,412	-	-	\$ 6,611,412
Mid Cap	1,453,925	-	-	1,453,925
Small Cap	952,366	-	-	952,366
International	3,006,530	-	-	3,006,530
Blended Investments	3,788,920	-	-	3,788,920
Income – Bond	1,935,185	-	-	1,935,185
Managed income portfolio	-	\$ 3,287,501	-	3,287,501
Participant loans	-	-	\$ 267,061	267,061
	<u>\$ 17,748,336</u>	<u>\$ 3,287,501</u>	<u>\$ 267,061</u>	<u>\$ 21,302,898</u>

2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 12,697,302	-	-	\$ 12,697,302
Managed income portfolio	-	\$ 3,276,488	-	3,276,488
Participant loans	-	-	\$ 297,896	297,896
	<u>\$ 12,697,302</u>	<u>\$ 3,276,488</u>	<u>\$ 297,896</u>	<u>\$ 16,271,686</u>

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following is a reconciliation of the beginning and ending balances for assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended December 31, 2009:

	<u>Participant Loans</u>
Balance, end of year December 31, 2008	\$ 297,896
Purchases, sales, issuances and settlements, net	<u>(30,385)</u>
Balance, end of year December 31, 2009	<u>\$ 267,061</u>

NOTE 5 - TAX STATUS

The Plan is a prototype plan that uses the corporate plan for Retirement Plan and Trust Document sponsored by Fidelity. This plan has not yet received a determination letter from the Internal Revenue Service regarding its design in accordance with the applicable sections of the IRC. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The company believes that the Plan continues to qualify and operate as designed and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - PLAN TERMINATION

In November 2008, the Plan sponsor was acquired by the Carrier Corporation, a wholly owned subsidiary of United Technologies Corporation. As of March 31, 2009, the Company has elected to freeze all contributions to the Plan. The Company terminated the Plan in January 2010, and all Plan assets were merged into an existing Plan sponsored by United Technologies Corporation on January 29, 2010.

NOTE 7 - INFORMATION PROVIDED BY THE TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment income, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009.
- The schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

The Plan's independent public accountants did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NORESCO, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 8 - RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500 is as follows:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 21,364,030	\$ 16,488,426
Adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts	<u>(61,132)</u>	<u>(176,740)</u>
Net assets available for benefits per the Form 5500	\$ <u>21,302,898</u>	\$ <u>16,271,686</u>

The accompanying financial statements present the interest in a common collective trust relating to fully benefit-responsive investment contracts at contract value. The Form 5500 requires the interest in a common collective trust relating to fully benefit-responsive investment contracts to be reported at fair value. Therefore, the adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts represents a reconciling item.

SUPPLEMENTARY FINANCIAL INFORMATION

NORESCO, LLC 401(k) PLAN

EIN: 04-3584666

PLAN NUMBER: 001

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

(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
*	Fidelity	Managed Income Portfolio	N/A	\$ 3,287,501
*	Fidelity	Growth Company	N/A	2,675,941
*	Fidelity	Contrafund	N/A	2,035,039
*	Fidelity	Diversified International Fund	N/A	1,596,968
*	Fidelity	Emerging Markets Fund	N/A	1,409,562
*	Fidelity	Balanced Fund	N/A	1,329,336
*	Fidelity	PIMCO Total Return	N/A	1,306,235
*	Fidelity	Large Cap Value Fund	N/A	1,141,198
*	Fidelity	Rainier Small/Mid Cap Fund	N/A	1,028,585
*	Fidelity	Freedom 2025 Fund	N/A	818,108
*	Fidelity	PIMCO High Yield Fund	N/A	628,950
*	Fidelity	ABF Small Cap Value Fund	N/A	562,839
*	Fidelity	Freedom 2035 Fund	N/A	531,766
*	Spartan	US Equity Index Fund	N/A	472,364
*	Fidelity	Lord Abbett Mid Cap Value Fund	N/A	425,339
*	Fidelity	Small Cap Independent Fund	N/A	389,527
*	Fidelity	Freedom 2030 Fund	N/A	340,201
*	Spartan	Total Market Index Fund	N/A	286,868
*	Fidelity	Freedom 2015 Fund	N/A	258,645
*	Fidelity	Freedom 2040 Fund	N/A	188,684
*	Fidelity	Freedom Income Fund	N/A	100,055
*	Fidelity	Freedom 2010 Fund	N/A	75,159
*	Fidelity	Freedom 2020 Fund	N/A	66,670
*	Fidelity	Freedom 2000 Fund	N/A	47,627
*	Fidelity	Fidelity Freedom 2050	N/A	15,071
*	Fidelity	Freedom 2005 Fund	N/A	11,106
*	Fidelity	Fidelity Freedom 2045	N/A	6,493
				<u>21,035,837</u>
*	Participant Loans	Loans to participants (with interest rates ranging from 5% - 9% and various maturities through 2017)		<u>267,061</u>
				<u><u>\$21,302,898</u></u>

* Party-in-interest

See independent auditors' report.

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