Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TOMKINS AUTOMOTIVE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1988

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
TOMKINS AUTOMOTIVE HOLDING CO.

THE GATES GROUP

1551 WEWATTA STREET 9N-C3
DENVER, CO 80202

2b Employer Identification Number (EIN)
26-3004076

2c Sponsor's telephone number
303-744-5042

2d Business code (see instructions)
336300

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	JOHN BARKER
	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")
TOMKINS NORTH AMERICA RETIREMENT BOARD

1551 WEWATTA STREET 2S-A6
DENVER, CO 80202

3b Administrator's EIN
68-0592934

3c Administrator's telephone number
303-744-5042

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1004
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**	238
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	652
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	890
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	890
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	890
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
TOMKINS AUTOMOTIVE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TOMKINS AUTOMOTIVE HOLDING CO.

D Employer Identification Number (EIN)
26-3004076

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB INVESTMENT MGT INC.

94-3106735

(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)

SCHWAB RETIREMENT PLAN SERVICES CO.

74-2279754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	TPA	27187	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ANTON COLLINS MITCHELL, LLP

01-0724563

(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?
10 50	AUDITING	17511	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BUCK CONSULTANTS, LLC

13-3954297

(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?
27 50	INVT ADVIOSORY	7353	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 59 71	BROKER DEALER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

CHARLES SCHWAB TRUST COMPANY

42-1558009

(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?
21 59 62	TRUSTEE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
CHARLES SCHWAB & CO., INC.	59	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.
SEE ATTACHMENT	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	59	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.
SEE ATTACHMENT	SEE ATTACHMENT

(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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
TOMKINS AUTOMOTIVE 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
TOMKINS AUTOMOTIVE HOLDING CO.

D Employer Identification Number (EIN)
26-3004076

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: TOMKINS DC RETIREMENT SAVINGS MT

b Name of sponsor of entity listed in (a): TOMKINS

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)
36-7045729-001	M	32713291

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)

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

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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
TOMKINS AUTOMOTIVE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TOMKINS AUTOMOTIVE HOLDING CO.

D Employer Identification Number (EIN)
26-3004076

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)	38645	4905
(2) Participant contributions	1b(2)	29685	
(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)	509608	271803
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	29592242	32713291
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	30170180	32989999
Liabilities			
g Benefit claims payable	1g		1643
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	56375	40108
k Total liabilities (add all amounts in lines 1g through1j)	1k	56375	41751
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	30113805	32948248

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)	751492	
(B) Participants	2a(1)(B)	842660	
(C) Others (including rollovers)	2a(1)(C)	4568	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1598720
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)	28385	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		28385
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		6070519
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		7697624
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4808658	
(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)		4808658
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18677	
(2) Contract administrator fees	2i(2)	27479	
(3) Investment advisory and management fees	2i(3)	7353	
(4) Other	2i(4)	1014	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		54523
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4863181
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2834443
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) [X] 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 [X] No

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

(1) Name: ANTON COLLINS MITCHELL LLP (2) EIN: 01-0724563

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		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?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
TOMKINS AUTOMOTIVE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TOMKINS AUTOMOTIVE HOLDING CO.

D Employer Identification Number (EIN)
26-3004076

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009 36-1561860

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

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

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

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

Tomkins Automotive
401(k) Plan

Financial Statements
and Supplemental Schedule

As of December 31, 2009 and 2008
and for the Year Ended December 31, 2009

ACM
Anton Collins Mitchell LLP
Accountants & Consultants

An Independent Member Of
BDO SEIDMAN
ALLIANCE

Tomkins Automotive 401(k) Plan

Financial Statements and Supplemental Schedule

As of December 31, 2009 and 2008
and for the Year Ended December 31, 2009

Tomkins Automotive 401(k) Plan

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Supplemental Schedule:

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009 24

NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

ACM
Anton Collins Mitchell LLP

Independent Auditors' Report

To the Plan Administrator of
Tomkins Automotive 401(k) Plan:

We have audited the accompanying statements of net assets available for benefits of Tomkins Automotive 401(k) Plan (the "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. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Anton Collins Mitchell LLP

Denver, Colorado
October 15, 2010

Financial Statements

Tomkins Automotive 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2009**	2008
Assets:		
Investments, at fair value (Notes 2, 3, and 4):		
Plan's interest in Tomkins Defined Contribution Master Retirement Savings Trust (Note 3)	**$ 32,713,291**	$ 29,592,242
Participant loans	**271,803**	509,608
Total investments, at fair value	**32,985,094**	30,101,850
Receivables:		
Participant contributions	**-**	29,685
Employer contributions	**4,905**	38,645
Total receivables	**4,905**	68,330
Total assets	**32,989,999**	30,170,180
Liabilities:		
Accrued administrative expenses	**40,108**	56,375
Net assets available for benefits, at fair value	**32,949,891**	30,113,805
Adjustment from fair value to contract value for interest of the Stable Value Fund held in the Master Trust relating to fully benefit-responsive investment contracts (Note 2)	**1,191**	889,742
Net assets available for benefits	**$ 32,951,082**	$ 31,003,547

See accompanying notes to financial statements.

Tomkins Automotive 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31,	**2009**
Additions to (deductions from) net assets attributed to:	
Investment income:	
Loan interest	**$ 28,385**
Plan's interest in Tomkins Defined Contribution Master Retirement Savings Trust net investment income (Note 3)	**5,181,968**
Net investment income	**5,210,353**
Contributions:	
Participant	**842,660**
Employer	**751,492**
Rollovers	**4,568**
Total contributions	**1,598,720**
Benefits paid to participants	**(4,807,015)**
Administrative expenses	**(54,523)**
Total deductions	**(4,861,538)**
Net increase in net assets	**1,947,535**
Net assets available for benefits:	
Beginning of year	**31,003,547**
End of year	**$ 32,951,082**

See accompanying notes to financial statements.

Tomkins Automotive 401(k) Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN

The following description of the Tomkins Automotive 401(k) Plan (the "Plan"), (formerly known as Stant 401(k) Plan prior to June 18, 2008), provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan, which was established April 1, 1988, is a defined contribution plan covering the U.S. employees of Tomkins Automotive Holding Company, the plan sponsor, and its wholly owned subsidiaries (collectively, the "Company"): Tomkins Automotive Manufacturing Inc., Epicor Industries, Inc., and Standard-Thomson Corporation ("Standard-Thomson").

Effective June 18, 2008, in connection with the sale of Stant Corporation, Stant Manufacturing, Inc., and Standard-Thompson and the transfer of sponsorship of the Plan to Tomkins Automotive Holding Company, the name of the Plan was changed from the Stant 401(k) Plan to the Tomkins Automotive 401(k) Plan.

A single trust agreement, the Tomkins Defined Contribution Master Retirement Savings Trust ("Master Trust") Agreement governs the assets of the plans of Tomkins, the Company and their affiliates (collectively, the "Participating Plans").

The Tomkins North America Retirement Board ("Retirement Board") administers the Plan. The Retirement Board has full power, authority and responsibility to control and manage the operations and administration of the Plan. The Northern Trust Company ("Northern Trust") was appointed by the Retirement Board as trustee for certain qualified defined contribution plans for the Company and Tomkins Industries, Inc. ("Tomkins"). Effective January 1, 2009, the record keeper for the Master Trust changed from Hewitt Associates to The 401(k) Company (later changed to Schwab Retirement Plan Service Company), and the trustee of the Master Trust changed from Northern Trust to the Charles Schwab Trust Company ("Charles Schwab"). All assets of the Master Trust were transferred to Charles Schwab. Northern Trust acts as a sub-custodian of the Stable Value fund.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, ("ERISA"). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Eligibility

Employees are eligible to participate in the Plan immediately upon hire, with the exception of temporary employees who are eligible to participate in the Plan after completing one year of employment and at least 1,000 hours of service. Leased employees, independent contractors, non-resident aliens and collectively bargained employees of a unit not covered by the Plan, are not eligible to participate in the Plan.

Contributions

Prior to January 1, 2009, participants could contribute on a pre-tax basis up to 30% of compensation, as defined, and on an after-tax basis of up to 30% of compensation, as defined in the Plan Document, subject to certain Internal Revenue Code ("IRC") limitations, with the contributions and earnings thereon being nontaxable until withdrawn from the Plan. Combined pre-tax and after-tax participant contributions could not exceed 30% of annual compensation. Effective January 1, 2009, the amount participants may elect to defer increased from 30% to 50% of their annual eligible compensation for pre-tax and after-tax contributions, subject to a combined limit of 50% of eligible compensation. Participants who have attained or will attain the age of 50 by the last day of the plan year may elect to make catch-up contributions, as defined by the Plan. Participants may increase or decrease their deferral percentages on the first day of any pay period.

Each pay period, the Company makes a basic contribution of 3% of compensation, as defined, for all eligible noncollectively bargained employees, regardless of whether they are contributing to the Plan. The Company also makes a matching contribution, on behalf of each contributing participant for whom pre-tax contributions are being made, of an amount equal to 50% of the first 4% of pre-tax contributions made during the plan year for noncollectively bargained participants. With respect to collectively bargained participants, the Company previously made a matching contribution in an amount that is in accordance with the applicable collective bargaining agreement at that time. Subsequent to the sale of Stant Corporation, Stant Manufacturing, Inc., and Standard-Thompson occurring during 2008, there were no more collectively bargained participants.

Participants may receive a discretionary contribution and must be employed by the Company on the last day of the plan year. These discretionary contributions will be allocated in the ratio that a participant's annual total compensation bears to the compensation paid to all eligible participants for the plan year. No annual discretionary contributions were made for the plan year ended December 31, 2009.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Contributions (Continued)

A true-up match contribution process is in place that annually reviews each participant's employer match to ensure that they received the maximum employer match based on annual compensation and employee pre-tax contributions.

Rollover contributions transferred from other qualified retirement plans or Individual Retirement Accounts ("IRA") are accepted as permitted by the Plan Document.

Participants' Accounts

Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contributions, the company matching contributions, and allocations of company discretionary profit sharing contributions, if any, and plan earnings, and charged with withdrawals, plan administrative expenses and an allocation of plan gains or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested portion of their account.

Vesting

Participants who are in active employment with the Company on or after January 1, 2002 are immediately 100% vested in all contributions at all times.

Forfeited Accounts

At December 31, 2009 and 2008, forfeited non-vested accounts totaled $108,683 and $66,826, respectively. These accounts can be used to reduce future employer contributions or pay plan administrative expenses. During the year ended December 31, 2009, forfeitures in the amount of $13,401 were used to pay plan administrative expenses and no forfeitures were used to reduce employer contributions.

Investment Options

Participants may direct their contributions into various investment options offered by the Plan as authorized by the Retirement Board, which may include equity funds, international equity funds, fixed income funds, stable value funds, and other funds. Participants may change their investment directions and allocations at any time.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participant Loans

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance reduced by the highest outstanding loan balance over the past twelve months. In general, loan terms cannot exceed four and one half years. Loans are secured by the participant's account and bear interest at a rate of 1% above the lowest prime rate used by the trustee. Principal and interest are paid ratably through payroll deductions or in a lump sum payment by check. Effective January 1, 2009, no more than one loan may be outstanding at any time.

Payment of Benefits

A participant's vested interest in the Plan is payable upon termination of employment for any reason or upon death. Upon termination of service, the participant may elect to receive the distribution in a lump sum or to receive annual, semi-annual, quarterly or monthly installments (over 5, 10, or 15 years), to roll over their account balance to another qualified plan or IRA, or to leave the account in the Plan up to age 70½, at which time one of the above distribution options must be selected if no longer employed. Effective January 1, 2009, terminated participants may also elect installment payments for any length of time up to but not exceeding their life expectancy.

If a participant dies before benefits have begun, the vested portion of the account is paid to the beneficiary in a lump sum. If the participant had elected distribution in installments, the remainder of the installments are paid to the beneficiary in a lump sum. If the participant dies before payment of the account begins, and if the beneficiary is the surviving spouse, the surviving spouse may elect to defer distribution until the participant would have reached the age of 70½. However, if the beneficiary is other than the surviving spouse, the beneficiary may defer distribution until five years following the anniversary of the participant's death. Terminated participants, whose account value does not exceed $1,000, will receive a lump-sum payment within 90 days of termination. Actively employed members can begin drawing their employer matching contribution account along with their pre-tax, after-tax and rollover balances without penalty at age 59½. In service hardship distributions are allowed if certain criteria are met. Effective January 1, 2009, terminated participants may elect to withdraw any portion of their accounts at any time after they terminate, provided the minimum amount requested is at least $5,000; or the total account balance if at that time is less than $5,000.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Administrative Expenses

The Plan may pay for investment management, investment review, recordkeeping fees, trustee fees, and audit expenses as provided by the Plan Document. A loan fee of $50 is charged to the participant for initiation and processing of the loan. The Plan allows for a flat fee to be charged to each participant's account each month to cover certain plan administrative expenses. Expenses of $54,523 were paid by the Plan for the year ended December 31, 2009. All costs not paid by the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, amounts credited to the individual participant's accounts would become 100% vested.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The investment in the Master Trust in the accompanying financial statements represents the Plan's share of the Master Trust's net assets, which are valued at fair value (see Note 4, *Fair Value Measurements*). 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. The Plan's share of the income, net appreciation in fair value of investments and expenses of the Master Trust represents the Plan's allocation of these items from the Master Trust.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

The change in net appreciation (depreciation) consists of both realized and unrealized gains and losses. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

In addition, as a result of the Master Trust's participation in certain Guaranteed Investment Contracts ("GICs"), common/collective trusts and registered investment companies, those investment funds may be invested from time to time in derivative financial instruments. These financial instruments are generally used for hedging and liquidity purposes. Financial exposure to the Master Trust is limited to its proportional interest in these investments. At December 31, 2009 and 2008, the financial exposure to the Master Trust was not material.

Stable Value Funds

Investment contracts held by a defined contribution plan are required to be reported at fair value. This applies even when the contracts are not held directly by the Plan but are underlying assets in master trust investments held by the Plan. However, contract value is the relevant measurement of net assets available for benefits in a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required, the Statements of Net Assets Available for Benefits presents the Plan's interest in the fair value of the fully benefit-responsive investment contracts held by the Master Trust with an adjustment to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. For purposes of the Statements of Net Assets Available for Benefits, the Plan's interest in the Master Trust related to fully benefit-responsive investment contracts are stated at fair value with an adjustment back to contract value. Contract value represents contributions made, plus earnings, less participant withdrawals, losses and administrative expenses. As required, an investment contract is generally reported at fair value, rather than contract value, to the extent it is fully benefit-responsive.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Risks and Uncertainties

The Plan invests in various investment securities through the Master Trust. Investment securities are exposed to various risks such as interest rate, market and credit risks. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions, including real estate values, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Forced liquidation, although not expected at this time, may affect the estimated value of such investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to the changes in the value of investment securities, it is at least reasonably possible that changes in the value 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 Statements of Net Assets Available for Benefits.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Contributions

Participant contributions and related matching contributions are recognized in the period during which the Company makes payroll deductions from the participant's compensation.

New Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued guidance under ASC 105, *Generally Accepted Accounting Principles.* This guidance establishes the FASB Accounting Standards Codification ("ASC" or the "Codification") as the single source of authoritative GAAP for non-governmental entities, superseding various existing authoritative accounting pronouncements. The Codification establishes one level of authoritative GAAP. All other literature is considered nonauthoritative. There were no changes to the Plan's financial statements due to the implementation of the Codification other than changes in reference to various authoritative accounting pronouncements in the financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncements (Continued)

In April 2009, the FASB issued guidance under ASC 820, *Fair Value Measurement and Disclosures.* This guidance emphasizes that the objective of a fair value measurement does not change even when market activity for the asset or liability has decreased significantly. Fair value is the price that would be received for an asset sold or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. When observable transactions or quoted prices are not considered orderly, then little, if any, weight should be assigned to the indication of the asset or liability's fair value. Adjustments to those transactions or prices should be applied to determine the appropriate fair value. The standard also requires increased disclosures. The impact of adoption of this standard was not material to the Plan's financial statements and was adopted prospectively.

In September 2009, the FASB issued Accounting Standards Update ("ASU") 2009-12, *Fair Value Measurements and Disclosures* (Topic 820): *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).* This guidance provides a practical expedient for measuring the fair values of plan investments in a limited number of entities that calculate a net asset value per share (such as hedge funds, private equity funds, funds of funds, and certain collective trusts, and pooled separate accounts). This guidance also provides enhanced disclosure requirements and it became effective for plan reporting periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial statements and all applicable disclosures are included in these financial statements.

In May 2009, the FASB issued ASC 855, *Subsequent Events,* which was updated in February 2010 by ASU 2010-09: *Amendments to Certain Recognition and Disclosure Requirements.* This guidance establishes general standards of accounting and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. In particular, the guidance sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The adoption of the guidance is effective immediately and is reflected in Note 8, *Subsequent Events*.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncements (Continued)

In January 2010, the FASB issued ASU 2010-06, *Fair Value Measurements and Disclosures* (Topic 820): *Improving Disclosures about Fair Value Measurements*. This guidance requires the reporting entity to disclose additional information on transfers in and out of fair value levels, measurement disclosures by classes of assets and descriptions of valuation techniques and inputs used to measure fair value (both recurring and nonrecurring fair value) in addition to other disclosures. This guidance is effective for reporting periods beginning after December 15, 2009, except for certain disclosures which will be effective for fiscal years beginning after December 15, 2010. Management does not expect that the adoption will have a material impact on the Plan's financial statements.

3. INVESTMENTS IN MASTER TRUST (UNAUDITED)

The Plan's investments are held in the Master Trust, at Charles Schwab and formerly at Northern Trust, and consist of an undivided interest in the Master Trust established and administered by the Retirement Board. All investments are managed under agreements by which the investment managers have been given the authority to make individual investment decisions within the guidelines stated in the Tomkins Master Trust Statement of Investment Policy. The Plan's investment in the Master Trust is presented at fair value, which is determined based on the fair value of the underlying investments of the Master Trust. Each Plan's interest is represented by a record of proportionate dollar interest, as maintained by the record keeper and is based on investment direction by the participants. Use of the Master Trust permits the commingling of the trust assets of a number of plans administered by the Retirement Board for investment and administrative purposes. At December 31, 2009 and 2008, the Plan's interest in net assets of the Master Trust was approximately 4.4%. Such interests are included in the accompanying Statements of Net Assets Available for Benefits. In compliance with the Department of Labor's reporting requirements, the net change in value from participation in the Master Trust is reported as a single line item in the accompanying Statement of Changes in Net Assets Available for Benefits.

3. INVESTMENTS IN MASTER TRUST (UNAUDITED) (CONTINUED)

The net assets at December 31, 2009 and 2008 of the Master Trust are summarized as follows:

December 31,	**2009**	2008
Investments, at fair value as further described below and in Note 4:		
Registered investment companies	**$ 464,588,733**	$ 366,764,754
Cash and cash equivalents	**578,447**	1,082,075
Common collective trusts	**-**	1,011,973
Stable value fund (see below for underlying investments)		
Synthetic GICs	**267,206,404**	269,340,139*
Traditional GICs	**1,956,866**	2,257,351
Common collective trusts	**-**	3,369,412
Short-term investment fund	**11,287,459**	22,480,509
Wrapper contracts	**94,675**	746,351*
Common stock	**1,359,386**	930,231
Total investments at fair value	**747,071,970**	667,982,795
Receivables:		
Accrued interest receivable and other assets	**651,871**	330,966
Liabilities:		
Accrued liabilities and pending trades	**521,666**	-
Master Trust total net assets, at fair value	**747,202,175**	668,313,761
Adjustment from fair value to contract value for interest of Stable Value Fund held in the Master Trust relating to fully benefit-responsive investment contracts	**32,894**	23,110,187
Master Trust total net assets, after contract value adjustment	**$ 747,235,069**	$ 691,423,948

**Reclassification*

Certain amounts from the prior year have been reclassified to conform to the current year presentation. Amounts reclassified were immaterial to the Master Trust disclosures.

3. INVESTMENTS IN MASTER TRUST (UNAUDITED) (CONTINUED)

Net investment income of the Master Trust for the period January 1, 2009 to December 31, 2009, is as follows:

Dividend and interest income	**$ 10,721,353**
Settlement proceeds[1]	**1,980,613**
Net appreciation in value of investments:	
Common stock	**332,901**
Registered investment companies	**103,273,296**
Investment income of Master Trust, at contract value	**$ 116,308,163**

[1] Settlement proceeds represent cash received by the Master Trust relating to class action and derivative lawsuits of Janus Mutual Funds and of Invesco Funds Group.

See Note 7 for reconciliation of investment income from contract value to fair value for Form 5500 purposes.

Certain investments exceeded 5% of the Master Trust assets as of December 31, 2009 and 2008 as follows:

	2009	2008
GIC Monumental Life Insurance Company Separate Account	**$ 90,878,282**	$ -
MFO Pimco Funds Total Return Fund	**76,259,491**	64,009,872
MFO New Perspective Fund Inc.	**72,088,396**	57,475,113
GIC JP Morgan Chase Bank	**72,040,359**	73,564,275
MFO Vanguard Institutional Index Fund	**70,944,487**	65,135,091
GIC Natixis Financial Products, Inc BR	**69,334,021**	71,083,284
MFO Dodge & Cox Balanced Fund	**53,557,213**	40,902,435
MFO Fundamental Investors Inc.	**48,139,905**	39,449,302
GIC Transamerica Life Insurance Company Separate Account	**-**	108,343,246
GIC Transamerica Life Insurance Company Contract	**-**	35,849,444
Other investments less than 5%	**193,992,915**	135,611,886
Master Trust total net assets, after contract value adjustment	**$ 747,235,069**	$ 691,423,948

3. INVESTMENTS IN MASTER TRUST (UNAUDITED) (CONTINUED)

The stable value fund is invested in short-term investment funds, common collective trusts, traditional GIC's, and synthetic GIC's, which are backed by fixed income assets. The weighted average yield based on the interest rate credited to the stable value fund based on the interest rate credited to participants was 3.22% for the year ended December 31, 2009 and 3.02% for the year ended December 31, 2008. The weighted average yield of the stable value fund based on the actual earnings of underlying assets in the stable value fund was 3.26% for the year ended December 31, 2009 and 3.25% for the year ended December 31, 2008. There were no valuation reserves recorded to adjust contract amounts during the plan years. Crediting rate resets are applied to specific investment contracts, as determined at the time of purchase. The reset values for security-backed investment rates are a function of contract value, market value, yield, and duration. General account investment rates are based on a pre-determined index rate of return plus a fixed-basis point spread.

Synthetic GIC's, backed by underlying assets, provide for a guaranteed return on principal and accrue interest over a specified period of time (i.e., period of time before the crediting rate reset) through benefit-responsive wrapper contracts issued by a third party assuming, that the underlying assets meet the requirements of the GIC. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value for plan permitted benefit payments. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include, but are not limited to, the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

3. INVESTMENTS IN MASTER TRUST (CONTINUED)

The investment contracts in the stable value fund held by the Master Trust at December 31, 2009 and 2008 are summarized as follows:

	December 31,			
	2009		2008	
Issuer -	**Contract Value**	**Fair Value**	Contract Value	Fair Value
Synthetic GICs:				
Monumental Life Insurance Co. (including wrap contract)	**$ 90,878,282**	**$ 90,801,868**	$ -	$ -
JP Morgan Chase Bank	**72,040,359**	**72,034,601**	73,564,275	67,341,113
Natixis Financial Products, Inc. (including wrap contract)	**69,334,021**	**69,225,244**	71,083,284	64,966,821
Monumental Life Insurance Co. (including wrap contract)	**35,152,290**	**35,239,366**	-	-
Transamerica Life Insurance Company (including wrap contract)	**-**	**-**	108,343,246	100,520,192
Transamerica Life Insurance Company (including wrap contract)	**-**	**-**	35,849,444	33,081,930
Natixis Financial Products, Inc. (including wrap contract)	**-**	**-**	4,371,238	4,176,434
Traditional GICs -				
Jackson National Life Insurance Company	**1,885,887**	**1,956,866**	2,242,541	2,257,351
Common collective trust -				
SEI Stable Asset Fund	**-**	**-**	3,369,412	3,369,412
Short-term investment fund -				
Northern Trust STIF	**11,287,459**	**11,287,459**	22,480,509	22,480,509
Total stable value fund investments	**$ 280,578,298**	**$ 280,545,404**	$ 321,303,949	$ 298,193,762

4. FAIR VALUE MEASUREMENTS

ASC 820 provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

- Level 1-Inputs to the valuation based upon quoted prices (unadjusted) for identical assets or liabilities in active markets that are accessible as of the measurement date.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

- Level 2-Inputs to the valuation include quoted prices in either markets that are not active, or in active markets for similar assets or liabilities, observable inputs other than quoted prices, and inputs that are derived principally from or corroborated by observable market data.
- Level 3-Inputs to the valuation that are unobservable reflecting the Plan's own assumptions about the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Registered investment companies

The Plan is invested in shares of several registered investment companies that are registered with the Securities and Exchange Commission. Prices of these funds are based on net asset value ("NAV") calculated by the funds and are publicly reported on national exchanges. Although the prices are listed on national exchanges, exiting the investment is generally only accomplished through redemption with the fund itself. Thus, redemption with the fund is the principal market in which the Plan could exit the investments. The funds redeem shares at the NAV with few restrictions and redemption with the funds is within an active market. The Plan measures fair value of these investments using the NAV provided by the fund managers to Northern Trust. These investments are classified as Level 1 in the fair value hierarchy.

Common stock

Common stocks are valued at the closing price reported in the active market in which the individual security is traded. These investments are classified as Level 1 in the fair value hierarchy.

Cash and cash equivalents

Cash and cash equivalents represent funds on deposit in a Charles Schwab and formerly Northern Trust account. The fair value is determined by obtaining the deposit balance from Charles Schwab and Northern Trust, respectively, reporting as of December 31, 2009 and December 31, 2008, respectively. Cash and cash equivalents are classified as Level 1 in the fair value hierarchy.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

Participant loans

There is no market in which the Plan can sell or otherwise exit the investment in participant loans. The most meaningful estimate of fair value for participant loans is the outstanding principal balance. The outstanding principal balance, an unobservable input as hypothetical market participants (since the loans cannot be sold, there are no true market participants) would likely rely on the same information. As a result, participant loans are classified as Level 3 in the fair value hierarchy.

Stable value fund

The stable value fund with Deutsche Bank consists of several different types of investments held in a separate account for the Plan. The types of investments are short-term investments, traditional GICs, synthetic GICs and a common collective trust.

Short-term investments
Short-term investments consist of 100% U.S. Treasury money market funds managed by Northern Trust and are valued at the NAV which is calculated at a unit price that is not quoted on an active market, and attempts to maintain a $1 unit price. The unit price is based on the fair value of the underlying investments, which in general are traded on an active market with observable inputs. Northern Trust determines the unit value. It is classified as Level 1 in the fair value hierarchy.

Traditional and synthetic GICs
Traditional GICs are backed by the general account of the issuer. The Master Trust deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified time. Interest is accrued on either a simple interest or fully compounded basis and paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will occur at contract value (principal plus accrued interest). GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. The fair value of the GICs is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

A synthetic GIC is an investment contract issued by an insurance company or bank, backed by a portfolio of bonds and futures contracts that are owned by the Master Trust. These assets underlying the wrapper contracts are maintained separate from the contract issuer's general assets, usually by a third party custodian. The wrapper contracts are obligated to provide an interest rate not less than zero. These contracts typically provide that realized and unrealized gains and losses on the underlying assets are not reflected immediately in the assets of the Master Trust, but rather are

4. FAIR VALUE MEASUREMENTS (CONTINUED)

amortized, usually over the time to maturity or the duration of the underlying investments, through adjustments to the future interest crediting rate. The issuer guarantees that all qualified participant withdrawals will occur at contract value. The fair value of synthetic GIC's is determined using the market price of the underlying securities and the value of the investment contract ("wrapper"). The traditional and synthetic GICs are classified as Level 2 in the fair value hierarchy.

Common collective trusts
Common collective trusts were valued at the NAV which was calculated at a unit price which is not quoted on an active market. The unit price was calculated based on the fair value of the underlying investments, which in general were traded on an active market with observable inputs. The price was calculated by the respective third-party vendor. The common collective trusts were classified as Level 2 in the fair value hierarchy as of December 31, 2008.

Wrapper contracts
There is no market in which the Master Trust could exit the wrapper contracts associated with the GICs. Additionally, reliable quotes are not available from issuers. Therefore, Deutsche Bank estimates the fair value of the wrapper contracts using a pricing matrix that incorporates unobservable inputs such as internal estimates of the average pricing used by issuers at December 31, 2009 and 2008. The wrapper contracts are classified as Level 3 in the fair value hierarchy.

The following tables set forth by level, within the fair value hierarchy, the Master Trust's investments measured on a recurring basis:

As of December 31, 2009	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	$ 578,447	$ -	$ -	$ 578,447
Registered investment companies				
Fixed Income Funds	76,259,491	-	-	76,259,491
Balanced Funds	53,557,215	-	-	53,557,215
U.S. Equity Funds	237,014,388	-	-	237,014,388
International Equity Funds	97,757,639	-	-	97,757,639
Common stock	1,359,386	-	-	1,359,386
Stable value fund:				
Short-term investment fund	11,287,459	-	-	11,287,459
Traditional GICs	-	1,956,866	-	1,956,866
Synthetic GICs	-	267,206,404	-	267,206,404
Wrapper contracts	-	-	94,675	94,675
Total investments of the Master Trust	$ 477,814,025	$ 269,163,270	$ 94,675	$ 747,071,970

4. FAIR VALUE MEASUREMENTS (CONTINUED)

As of December 31, 2008	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	$ 1,082,075	$ -	$ -	$ 1,082,075
Common collective trusts	-	1,011,973	-	1,011,973
Registered investment companies	366,764,754	-	-	366,764,754
Common stock	930,231	-	-	930,231
Stable value fund:				
Common collective trust	-	3,369,412	-	3,369,412
Short-term investment fund	22,480,509	-	-	22,480,509
Traditional GIC	-	2,257,351	-	2,257,351
Synthetic GICs [1]	-	269,340,139	-	269,340,139
Wrapper contracts	-	-	746,351	746,351
Total investments of the Master Trust	$ 391,257,569	$ 275,978,875	$ 746,351	$ 667,982,795

[1] In 2008, 3% of the Synthetic GICs participated in securities lending within the fund.

The following table sets forth a summary of changes in the fair value of the Master Trust Level 3 investments for the year ended December 31, 2009:

	Stable Value Fund Wrapper Contracts
Beginning balance January 1, 2009	$ 746,351
Total gains or losses (realized or unrealized):	
Unrealized gain [1]	-
Realized gains and losses	-
Purchases, sales, issuances and settlements, net	(651,676)
Transfers in (out) of the Master Trust, net	-
Ending balance December 31, 2009	$ 94,675

[1] Does not impact the Statement of Net Assets Available for Benefits due to the adjustment from fair value to contract value.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments not held in the Master Trust measured on a recurring basis:

As of December 31, 2009	Level 1	Level 2	Level 3	Total
Tomkins Automotive 401(k) Plan				
Loans:				
Participant loans	$ -	$ -	$ 271,803	$ 271,803
Total loans of the Plan	$ -	$ -	$ 271,803	$ 271,803

As of December 31, 2008	Level 1	Level 2	Level 3	Total
Tomkins Automotive 401(k) Plan				
Loans:				
Participant loans	$ -	$ -	$ 509,608	$ 509,608
Total loans of the Plan	$ -	$ -	$ 509,608	$ 509,608

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2009:

	Tomkins Automotive 401(k) Plan Participant Loans
Beginning balance January 1, 2009	$ 509,608
New participant loans	78,971
Loan repayments	(183,007)
Deemed and defaulted distribution of loans	(133,769)
Ending balance December 31, 2009	$ 271,803

5. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated October 20, 2008, that the Plan was designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Company and plan administrator believe the Plan is currently being operated in compliance with the applicable requirements of the IRC and the Plan continues to be tax-exempt. Therefore, no provision for income taxes has been included in the accompanying financial statements.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are units of a common collective trust and a short-term investment fund managed by Northern Trust. Northern Trust is the former trustee and current custodian of the stable value fund. Certain plan investments are shares of a Schwab U.S. Treasury Money Fund. Charles Schwab is the trustee of the Plan. The Master Trust also invests in the Tomkins plc Sponsored ADR. Tomkins is the Company and sponsor of the Plan. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. The Plan also pays certain expenses for audit, recordkeeping and investment management services from plan assets.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

December 31,	**2009**	2008
Net assets available for benefits per the accompanying financial statements	**$ 32,951,082**	$ 31,003,547
Amounts allocated to withdrawing participants	**(1,643)**	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	**(1,191)**	(889,742)
Net assets available for benefits per Form 5500 (unaudited)	**$ 32,948,248**	$ 30,113,805

The following is a reconciliation of the Plan's interest in the Master Trust net investment income per the accompanying financial statements for the year ended December 31, 2009 to Form 5500:

Plan's interest in the Tomkins Defined Contribution Master Retirement Savings Trust net investment income included in the accompanying financial statements	**$ 5,181,968**
Net change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	**888,551**
Plan's interest in the Tomkins Defined Contribution Master Retirement Savings Trust net investment income per the Form 5500 (unaudited)	**$ 6,070,519**

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

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

Benefits paid to participants per the accompanying financial statement	**$ 4,807,015**
Amounts allocated to withdrawing participants as of December 31, 2009	**1,643**
Amounts allocated to withdrawing participants as of December 31, 2008	**-**
Benefits paid to participants per Form 5500 (unaudited)	**$ 4,808,658**

Benefits are recorded when paid for financial statement purposes. The above reconciliation relates to participant benefit payments that were authorized and approved for payment prior to year end but not paid as of year-end. These amounts are recorded for Form 5500 purposes.

8. SUBSEQUENT EVENTS

The Plan Administrator has performed an evaluation of subsequent events through October 15, 2010, which is the date the financial statements were available to be issued. No events or transactions discovered during this evaluation that require recognition or disclosure in the financial statements other than the events noted below.

Effective January 1, 2010, a beneficiary may elect to rollover any portion of a distribution that would constitute an eligible rollover distribution if it were made by a member, surviving spouse or alternate payee.

On July 27, 2010, the Board of Pinafore Acquisitions Limited ("Pinafore"), a consortium of Onex Corporation and the Canadian Pension Plan Investment Board, and the Independent Directors of Tomkins plc announced they had reached agreement on the terms of a recommended cash acquisition of the entire issued and to be issued share capital of Tomkins plc by Pinafore (the "Acquisition). Tomkins plc shareholders voted in favor of the Acquisition on August 31, 2010. The Acquisition was completed on September 30, 2010. No changes have been made to the Plan as a result of the Acquisition.

Supplemental Schedule

Tomkins Automotive 401(k) Plan

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009

December 31, 2009

EIN: 26-3004076
Plan Number: 001

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*Participant loans	Interest rates ranging from 4.25% to 9.25%; various maturity dates from 2010 to 2018.	$ -	$ 271,803

* Represents a party-in-interest as defined by ERISA.

Note: Master Trust investments are not required to be included in this schedule and, therefore, have been omitted, and cost is not required for participant-directed investments.

See accompanying independent auditors' report.

Tomkins Automotive 401(k) Plan
Schedule C, Part 1, Line 3 -- Service Provider Indirect Compensation Information
EIN: 26-3004076 Plan Number: 001 December 31, 2009

Received by Charles Schwab & Co., Inc.	94-1737782	
(d) Name of Source of Indirect Compensation	EIN	(e) Formula of Indirect Compensation
American Beacon	75-2401150	Rate of 0.10% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Dodge & Cox	09-4144197	Rate of 0.10% of average daily balance of asset(s)
SCHWAB US TREAS MONEY FD	Not Available	Rate of 0.25% of average daily balance of asset(s)

Received by Charles Schwab Trust Company	42-1558009	
(d) Name of Source of Indirect Compensation	EIN	(e) Formula of Indirect Compensation
American Funds	95-1411037	Rate of 0.05% of average daily balance of asset(s)

Tomkins Automotive 401(k) Plan
EIN: 26-3004076 Plan Number: 001
Form 5500, Schedule H, Part IV, Line 4i-Schedule of Assets Held for Investment
Plan Year Ended: 12/31/2009

	(b) Identity of Issuer	(c) Description of Asset	(e) Current Value
	Tomkins Defined Contribution Master Retirement Savings Trust	Master Trust	
*	Participants or beneficiaries	Participant loans made to participants or beneficiaries under the plan.	32,713,291
		Interest rates vary from 4.25% to 9.25%, various maturity dates.	271,803

* Party-in-interest

Note: Column (d) cost is not required to be presented for participant directed investments.