

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 <div style="text-align: center; font-size: 24pt;">2009</div>
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>04/01/2009</u> and ending <u>03/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>03/31/1989</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>THE KLEINFELDER GROUP, INC.</u> <u>5015 SHOREHAM PLACE</u> <u>SAN DIEGO, CA 92122-5993</u>	2b Employer Identification Number (EIN) <u>68-0053138</u> 2c Sponsor's telephone number <u>858-320-2000</u> 2d Business code (see instructions) <u>541330</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>01/14/2011</u>	<u>KERRY RUEBELMANN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") THE KLEINFELDER GROUP, INC. 5015 SHOREHAM PLACE SAN DIEGO, CA 92122-5993	3b Administrator's EIN 68-0053138 3c Administrator's telephone number 858-320-2000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2073
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1676
b Retired or separated participants receiving benefits.....	6b	105
c Other retired or separated participants entitled to future benefits.....	6c	414
d Subtotal. Add lines 6a , 6b , and 6c	6d	2195
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	6
f Total. Add lines 6d and 6e	6f	2201
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2201
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	205

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2I 2O

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 04/01/2009 and ending 03/31/2010

<div>A Name of plan</div> <div>THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>THE KLEINFELDER GROUP, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>68-0053138</div>

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

CROWE HORWATH LLP

35-0921680

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	NONE	55495	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

FMV OPINIONS

33-0458254

(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?
34	NONE	10772	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

MOSS-ADAMS LLP

91-0189318

(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	NONE	12200	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

UNION BANK

94-0304228

(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	NONE	36179	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

For calendar plan year 2009 or fiscal plan year beginning 04/01/2009 and ending 03/31/2010		
A Name of plan THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE KLEINFELDER GROUP, INC.	D Employer Identification Number (EIN) 68-0053138	

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)	1500014	1219831
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	202	344
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	231262	3194672
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2146134	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	35936642	46833213
(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	39814254	51248060

Liabilities

g Benefit claims payable	1g	6514	2037
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6514	2037

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	39807740	51246023
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3619831	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3619831

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8010	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8010

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	4949936	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4949936
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		8577777

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4671374	
(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)		4671374
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)	114659	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		114659
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4786033

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3791744
l Transfers of assets:			
(1) To this plan.....	2l(1)		7646539
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

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

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

(1) Name: MOSS-ADAMS LLP

(2) EIN: 91-0189318

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

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

For calendar plan year 2009 or fiscal plan year beginning 04/01/2009 and ending 03/31/2010

A Name of plan <u>THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE KLEINFELDER GROUP, INC.</u>	D Employer Identification Number (EIN) <u>68-0053138</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-2071670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

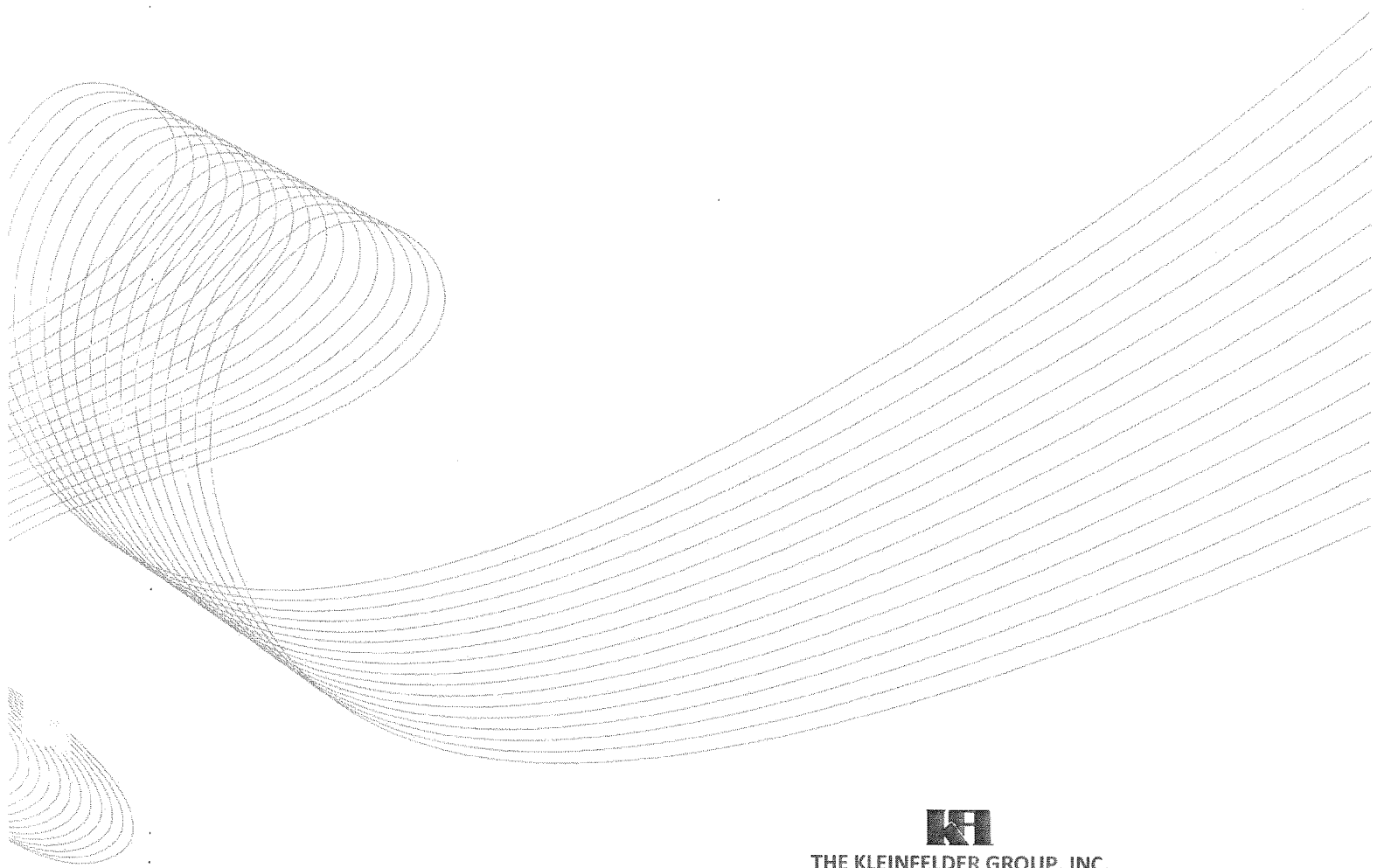
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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

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

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

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

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



**THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

**INDEPENDENT AUDITOR'S REPORT
AND
FINANCIAL STATEMENTS WITH
SUPPLEMENTAL SCHEDULES
MARCH 31, 2010 AND 2009**

MOSS ADAMS_{LLP}

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
The Kleinfelder Group, Inc. Employee Stock Ownership Plan

We have audited the accompanying statements of net assets available for benefits of The Kleinfelder Group, Inc. Employee Stock Ownership Plan (the "Plan") as of March 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended March 31, 2010. 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 expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 March 31, 2010 and 2009, and the changes in its net assets available for benefits for the year ended March 31, 2010, 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) and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Moss Adams LLP

San Diego, California
January 4, 2011

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
MARCH 31, 2010 and 2009

	2010	2009
ASSETS		
Non-participant directed investments		
The Kleinfelder Group, Inc. common stock	\$ 46,833,213	\$ 35,936,642
Money market funds	3,194,672	231,262
Mutual fund	<u>-</u>	<u>2,146,134</u>
Total investments	<u>50,027,885</u>	<u>38,314,038</u>
 Employer contributions	 1,219,831	 1,500,014
Other assets	<u>344</u>	<u>202</u>
Total assets	<u>51,248,060</u>	<u>39,814,254</u>
 LIABILITIES		
Other	<u>2,037</u>	<u>6,514</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 51,246,023</u></u>	 <u><u>\$ 39,807,740</u></u>

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED MARCH 31, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment return:

Net appreciation in fair value of investments, common stock	\$ 4,949,936
Interest and dividends	8,010
	<u>4,957,946</u>

Employer contributions - cash	3,619,831
KSOP contributions	557,034
Transfers from acquisition of GSC, Inc. ESOP and SEA Consultants, Inc. ESOP	<u>7,089,505</u>
	<u>11,266,370</u>
Total additions	<u>16,224,316</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	4,671,374
Administrative expenses	<u>114,659</u>
Total deductions	<u>4,786,033</u>

CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS 11,438,283

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>39,807,740</u>
End of year	<u><u>\$ 51,246,023</u></u>

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of the Plan

The following description of The Kleinfelder Group, Inc. Employee Stock Ownership Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement, as amended, for a more complete description of Plan provisions.

General: The Plan is a defined contribution retirement plan covering substantially all employees of The Kleinfelder Group, Inc. (the “Company”) and is subject to provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Company is the Plan’s sponsor and serves as plan administrator. The Plan is established under the terms of a Trust Agreement between The Kleinfelder Group, Inc. (A California Corporation) and Union Bank, N.A. (the “Trustee”). The Trustee is given the authority to invest and manage all monies held in the Plan as directed by the Plan’s Administrative Committee (the “Committee”), which is appointed by the Company’s Board of Directors (the “Board”).

Eligibility: Employees of the Company are eligible to participate in the Plan on April 1st or October 1st following the completion of 1,000 hours of service.

Amendment for KSOP Transfers: Effective April 1, 2007, the Plan was amended to adopt a KSOP Addendum. The KSOP Addendum allows each participant who is also a participant in the Company’s 401(k) plan to be eligible to make an election on each election date, as defined, to transfer funds immediately following the transfer date, as defined, from their 401(k) account to their KSOP account or from their KSOP account back to the 401(k) plan. KSOP assets will be invested primarily (or exclusively) in Company common stock upon participant election. Transfers from the 401(k) account may not include any employer contributions and/or earnings. All KSOP transfers must be a minimum of \$150 and are not to exceed 15 percent of the combined balance of 401(k) employee deferrals and the KSOP account. Participants are 100 percent vested in their KSOP account balance, as they derive from employee deferrals.

Contributions: Company contributions to the Plan are based on an annual determination made by the Board, not to exceed the amount deductible for federal tax purposes allowed by section 404(a) of the Internal Revenue Code (“IRC”). Participants must complete at least 1,000 hours of service during the Plan year and be employed as of the last day of the Plan year to be eligible to receive contributions. A participant is also eligible to share in the allocation of contributions in the Plan year of retirement, death, or disability. Contributions are allocated to participants in the same proportion as a participant’s eligible compensation bears to the total of all participants’ eligible compensation. The plan sponsor made profit sharing contributions of \$3,600,000 and \$19,831 of catch-up contributions for the year ended March 31, 2010. Contributions are subject to regulatory limits.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of the Plan (Continued)

Participant Accounts: Each participant's account is credited with the participant's KSOP contributions and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. 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 account.

Vesting: Participants' accounts will become 100 percent vested and non-forfeitable under the following circumstances:

- The participant has completed at least six years of credited service;
- The participant dies or becomes totally and permanently disabled while employed; or,
- The participant retires, the age at which the sum of the participant's age and years of service equals or exceeds 70, provided that the participant has then attained at least age 50, and further provided that normal retirement age shall be no later than the time the participant has attained age 65.

If a participant's employment terminates prior to normal retirement or for a reason other than as a result of the participant's death or disability, the vested share of the account will depend on the number of years of credited service as follows:

<u>Years of Credited Services</u>	<u>Percent of Account Vested</u>
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

For the purpose of determining the vested share, credited service is the number of Plan years in which the participant is credited with at least 1,000 hours of service, including service prior to commencement of the Plan. Any portion of the final balance in a participant's account which is not vested will become a forfeiture as of the allocation date of the Plan year in which the participant incurs a one-year break in service. Forfeited balances are allocated between the remaining Plan participants.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of the Plan (Continued)

Payment of Benefits: Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's account balance. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account in three annual installments. No distributions will be made in the form of Company common stock.

In determining the value of a participant's vested interest in his or her account, the shares of Company common stock held therein are valued at the fair market value as of the March 31 coinciding with or preceding the date of distribution. If a participant's employment terminates as a result of retirement (at normal retirement age), disability, or death, distribution will occur following the end of the Plan year in which such retirement, disability, or death occurs.

Forfeitures: Forfeitures are the non-vested portion of a participant's account that is lost upon termination of employment. As of March 31, 2010 and 2009, there were no unallocated forfeited amounts. During the year ended March 31, 2010 10,882 shares of stock and \$42,914 were allocated to participants from forfeited non-vested accounts.

Voting Rights: Generally, the Committee will direct the Trustee on how to vote the shares. Participants who are active employees will decide how their shares of Company common stock will be voted for the election of the Board. In certain matters presented to Company shareholders for a vote, such as a liquidation or merger of the Company, current and terminated Plan participants may also have the right to decide how their shares of Company common stock will be voted.

Put Option: Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification: Once a participant has attained age 55 and completed at least six years of participation, as defined, in the Plan, they will be eligible to elect to diversify up to 25 percent of their Company common stock. If the participant elects to diversify, the Company will decide to either (1) distribute in cash or Company common stock (as decided by the Company) the portion that the participant elects to diversify or (2) transfer cash directly to the 401(k) plan. If the diversified portion is distributed to the participant in cash or Company common stock, they can request that the funds be a direct rollover to an IRA or another qualified retirement plan that accepts rollover contributions. Any installment payments of a participant's vested ESOP benefit will count towards satisfying their diversification election.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 – Summary of Significant Accounting Policies

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

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

FASB Codification: On July 1, 2009, the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") became the single authoritative source for nongovernmental U.S. generally accepted accounting principles ("GAAP"). The ASC supersedes all previous authoritative GAAP applicable to the Plan and is effective for interim and annual periods ended after September 15, 2009.

Investments: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

Payment of Benefits: Benefits are recorded when paid.

Expenses: Certain administrative expenses are paid by the Company. Other expenses are paid by the Plan.

Subsequent Events: Subsequent events are events or transactions that occur after the statement of net assets available for benefits date, but before the financial statements are issued or are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits, but arose after the statement of net assets available for benefits date and before the financial statements are issued or are available to be issued.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3 – Investments

Investments: Investments representing 5 percent or more of net assets available for benefits consist of the following as of March 31:

	2010	2009
The Kleinfelder Group, Inc. common stock	\$ 46,833,213	\$ 35,936,642
Money market fund	3,194,672	-
Mutual fund	-	2,146,134

Note 4 – Fair Value Measurement

In accordance with authoritative guidance, the Plan classifies its investments based upon an established fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Basis of Fair Value Measurement

- Level 1:** Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2:** Quoted prices in markets that are not considered to be active or financial instruments without quoted market prices, but for which all significant inputs are observable, either directly or indirectly; and
- Level 3:** Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

If available, quoted market prices are used to value investments.

Shares of mutual funds are valued at the net asset value of shares held by the Plan. Money market funds are valued at cost, which approximates fair value. The investment in Company common stock is stated at fair value, as determined by an independent valuation. Inputs to the valuation include current and historical earnings, and price-earnings multiples based on market data.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 – Fair Value Measurement (Continued)

The following table discloses by level, the fair value hierarchy, of the Plan's assets at fair value as of March 31, 2010 and 2009:

Investment Assets at Fair Value as of March 31, 2010				
	Level 1	Level 2	Level 3	Total
The Kleinfelder Group, Inc. common stock	\$ -	\$ -	\$ 46,833,213	\$ 46,833,213
Money market fund	3,194,672	-	-	3,194,672
	<u>\$ 3,194,672</u>	<u>\$ -</u>	<u>\$ 46,833,213</u>	<u>\$ 50,027,885</u>

Investment Assets at Fair Value as of March 31, 2009				
	Level 1	Level 2	Level 3	Total
The Kleinfelder Group, Inc. common stock	\$ -	\$ -	\$ 35,936,642	\$ 35,936,642
Money market fund	231,262	-	-	231,262
Mutual fund	2,146,134	-	-	2,146,134
	<u>\$ 2,377,396</u>	<u>\$ -</u>	<u>\$ 35,936,642</u>	<u>\$ 38,314,038</u>

The following table discloses the summary of changes in the fair value of the Plan's Level 3 investment assets:

Balance, beginning of year	\$ 35,936,642
Purchases / Transfers in	6,405,939
Unrealized gains	4,949,936
Redemption/Payouts	(459,304)
Balance, end of year	<u>\$ 46,833,213</u>

Shares of Company common stock held by the Plan and the related valuation per share and fair value are as follows:

	Shares Held	Cost	Fair Market Value
March 31, 2010	1,593,508	\$ 12,763,101	\$ 46,833,213
March 31, 2009	1,324,609	\$ 10,798,482	\$ 35,936,642

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 5 – Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 12, 2005 that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 6 – Risks and Uncertainties

The Plan invests in various investment securities, primarily mutual funds and common stock of the Company. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities that changes in the near-term could materially affect a participant's account balance and the amounts reported in the financial statements.

Note 7 – Party-in-Interest Transactions

Trustee and Custodian Services: Plan investments include shares of registered investment company funds and money market funds managed by Union Bank, N.A. Union Bank, N.A. is the Trustee of the Plan, and, therefore, transactions with this entity qualify as exempt party-in-interest transactions. Fees paid by the Plan for Trustee services were approximately \$36,000 for the year ended March 31, 2010.

Contract with Administrator: The Plan has an agreement with Crowe Horwath, LLP to provide administrative services to the Plan. The Plan pays a base fee plus additional fees for services performed. During the year ended March 31, 2010, the Plan incurred administrative expenses of approximately \$55,000 for the services provided.

Accounting Services: The Plan engages Moss Adams LLP to provide accounting services at agreed-upon hourly rates. Total professional fees paid during the year ended March 31, 2010 were approximately \$12,000.

Valuation Services: The Company common stock is valued on an annual basis. The Plan engaged FMV Opinions, Inc. to provide these services for the year ended March 31, 2010. Fees paid by the Plan for the valuation services were approximately \$11,000 for the year ended March 31, 2010.

Note 8 – Plan Termination

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 9 – Plan Merger

In July 2005 the Company acquired Geological Services Corporation ("GSC"). During the year ended March 31, 2010 the Company acquired SEA Consultants, Inc. ("SEA"). Participants in the both GSC and SEA's ESOPs with account balances transferred their investment in the Company's stock into the Plan. Assets transferred totaled:

	<u>GSC</u>	<u>SEA</u>	<u>Total</u>
Cash	\$ 27,905	\$ 655,661	\$ 683,566
Stock	<u>2,945,725</u>	<u>3,460,214</u>	<u>6,405,939</u>
	<u>\$ 2,973,630</u>	<u>\$ 4,115,875</u>	<u>\$ 7,089,505</u>

**SUPPLEMENTAL SCHEDULES
REQUIRED BY THE DEPARTMENT OF LABOR**

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

PLAN #: 001

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

YEAR ENDED MARCH 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par Value, or Maturity Value	Cost	Current Value
	Company common stock			
*	The Kleinfelder Group, Inc.	1,593,508 shares	\$ 12,763,101	\$ 46,833,213
*	Highmark (Union Bank, N.A.)	Money Market Fund	940,797	940,797
	Vanguard	Money Market Fund	2,253,875	2,253,875
			<u>\$ 15,957,773</u>	<u>\$ 50,027,885</u>

* Indicates party-in-interest.

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

PLAN #: 001

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED MARCH 31, 2010

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Cost	Value on Transaction Date	Net Gain or (Loss)
Highmark Diversified Money Market Fund	179 shares at \$1.00 per share	\$ 179	\$ -	\$ 179	\$ 179	\$ -
Highmark Diversified Money Market Fund	85 shares at \$1.00 per share	85	-	85	85	-
Highmark Diversified Money Market Fund	7,940 shares at \$1.00 per share	-	7,940	7,940	7,940	-
Highmark Diversified Money Market Fund	167 shares at \$1.00 per share	167	-	167	167	-
Highmark Diversified Money Market Fund	155 shares at \$1.00 per share	155	-	155	155	-
Highmark Diversified Money Market Fund	762 shares at \$1.00 per share	762	-	762	762	-
Highmark Diversified Money Market Fund	192 shares at \$1.00 per share	192	-	192	192	-
Highmark Diversified Money Market Fund	138 shares at \$1.00 per share	138	-	138	138	-
Highmark Diversified Money Market Fund	7,965 shares at \$1.00 per share	-	7,965	7,965	7,965	-
Highmark Diversified Money Market Fund	6,180 shares at \$1.00 per share	-	6,180	6,180	6,180	-
Highmark Diversified Money Market Fund	106 shares at \$1.00 per share	106	-	106	106	-
Highmark Diversified Money Market Fund	43 shares at \$1.00 per share	43	-	43	43	-
Highmark Diversified Money Market Fund	763 shares at \$1.00 per share	-	763	763	763	-
Highmark Diversified Money Market Fund	79 shares at \$1.00 per share	79	-	79	79	-
Highmark Diversified Money Market Fund	91,562 shares at \$1.00 per share	-	91,562	91,562	91,562	-
Highmark Diversified Money Market Fund	557,033 shares at \$1.00 per share	557,033	-	557,033	557,033	-
Highmark Diversified Money Market Fund	3,012 shares at \$1.00 per share	3,012	-	3,012	3,012	-
Highmark Diversified Money Market Fund	538,701 shares at \$1.00 per share	-	538,701	538,701	538,701	-
Highmark Diversified Money Market Fund	58 shares at \$1.00 per share	58	-	58	58	-
Highmark Diversified Money Market Fund	1,500,000 shares at \$1.00 per share	1,500,000	-	1,500,000	1,500,000	-
Highmark Diversified Money Market Fund	75,089 shares at \$1.00 per share	-	75,089	75,089	75,089	-
Highmark Diversified Money Market Fund	48,489 shares at \$1.00 per share	-	48,489	48,489	48,489	-
Highmark Diversified Money Market Fund	2,400,000 shares at \$1.00 per share	2,400,000	-	2,400,000	2,400,000	-
Highmark Diversified Money Market Fund	14,813 shares at \$1.00 per share	-	14,813	14,813	14,813	-
Highmark Diversified Money Market Fund	570,868 shares at \$1.00 per share	-	570,868	570,868	570,868	-
Highmark Diversified Money Market Fund	3,043,647 shares at \$1.00 per share	-	3,043,647	3,043,647	3,043,647	-
Highmark Diversified Money Market Fund	188,834 shares at \$1.00 per share	188,834	-	188,834	188,834	-
Highmark Diversified Money Market Fund	34 shares at \$1.00 per share	34	-	34	34	-
Highmark Diversified Money Market Fund	454 shares at \$1.00 per share	454	-	454	454	-
Highmark Diversified Money Market Fund	166,246 shares at \$1.00 per share	-	166,246	166,246	166,246	-
Highmark Diversified Money Market Fund	7,309 shares at \$1.00 per share	-	7,309	7,309	7,309	-
Highmark Diversified Money Market Fund	8,582 shares at \$1.00 per share	-	8,582	8,582	8,582	-
Highmark Diversified Money Market Fund	8,200 shares at \$1.00 per share	-	8,200	8,200	8,200	-
Highmark Diversified Money Market Fund	27,905 shares at \$1.00 per share	27,905	-	27,905	27,905	-
Highmark Diversified Money Market Fund	7,252 shares at \$1.00 per share	7,252	-	7,252	7,252	-
Highmark Diversified Money Market Fund	7,252 shares at \$1.00 per share	-	7,252	7,252	7,252	-

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

PLAN #: 001

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS (CONTINUED)

YEAR ENDED MARCH 31, 2010

Highmark Diversified Money Market Fund	62 shares at \$1.00 per share	62	-	62	62	-
Highmark Diversified Money Market Fund	253,249 shares at \$1.00 per share	253,249	-	253,249	253,249	-
Highmark Diversified Money Market Fund	253,249 shares at \$1.00 per share	-	253,249	253,249	253,249	-
Highmark Diversified Money Market Fund	11,242 shares at \$1.00 per share	-	11,242	11,242	11,242	-
Highmark Diversified Money Market Fund	62 shares at \$1.00 per share	62	-	62	62	-
Highmark Diversified Money Market Fund	30,807 shares at \$1.00 per share	30,807	-	30,807	30,807	-
Highmark Diversified Money Market Fund	30,807 shares at \$1.00 per share	-	30,807	30,807	30,807	-
Highmark Diversified Money Market Fund	47 shares at \$1.00 per share	47	-	47	47	-
Highmark Diversified Money Market Fund	9,226 shares at \$1.00 per share	-	9,226	9,226	9,226	-
Highmark Diversified Money Market Fund	1,060 shares at \$1.00 per share	1,060	-	1,060	1,060	-
Highmark Diversified Money Market Fund	1,845 shares at \$1.00 per share	-	1,845	1,845	1,845	-
Highmark Diversified Money Market Fund	39 shares at \$1.00 per share	39	-	39	39	-
Highmark Diversified Money Market Fund	2,818 shares at \$1.00 per share	-	2,818	2,818	2,818	-
Highmark Diversified Money Market Fund	655,516 shares at \$1.00 per share	655,516	-	655,516	655,516	-
Vanguard Treasury Money Market Fund	489 shares at \$1.00 per share	489	-	489	489	-
Vanguard Treasury Money Market Fund	2,146,623 shares at \$1.00 per share	-	2,146,623	2,146,623	2,146,623	-
Vanguard Prime Money Market Fund	2,146,623 shares at \$1.00 per share	2,146,623	-	2,146,623	2,146,623	-
Vanguard Prime Money Market Fund	825 shares at \$1.00 per share	825	-	825	825	-
Vanguard Prime Money Market Fund	828 shares at \$1.00 per share	828	-	828	828	-
Vanguard Prime Money Market Fund	608 shares at \$1.00 per share	608	-	608	608	-
Vanguard Prime Money Market Fund	439 shares at \$1.00 per share	439	-	439	439	-
Vanguard Prime Money Market Fund	380 shares at \$1.00 per share	380	-	380	380	-
Vanguard Prime Money Market Fund	378 shares at \$1.00 per share	378	-	378	378	-
Vanguard Prime Money Market Fund	321 shares at \$1.00 per share	321	-	321	321	-
Vanguard Prime Money Market Fund	570,868 shares at \$1.00 per share	570,868	-	570,868	570,868	-
Vanguard Prime Money Market Fund	183,834 shares at \$1.00 per share	183,834	-	183,834	183,834	-
Vanguard Prime Money Market Fund	233 shares at \$1.00 per share	233	-	233	233	-
Vanguard Prime Money Market Fund	153 shares at \$1.00 per share	153	-	153	153	-
Vanguard Prime Money Market Fund	253,249 shares at \$1.00 per share	-	253,249	253,249	253,249	-
Vanguard Prime Money Market Fund	83 shares at \$1.00 per share	83	-	83	83	-
Vanguard Prime Money Market Fund	30,807 shares at \$1.00 per share	-	30,807	30,807	30,807	-
Vanguard Prime Money Market Fund	27 shares at \$1.00 per share	27	-	27	27	-
Geologix Services Corporation	158,287 shares of Kleinfelder stock at \$18.61 per share	2,945,725	-	2,945,725	2,945,725	-
SEA Consultants, Inc. ESOP	127,542 shares of Kleinfelder stock at \$27.13 per share	3,460,214	-	3,460,214	3,460,214	-
		<u>\$ 14,939,458</u>	<u>\$ 7,343,472</u>	<u>\$ 22,282,930</u>	<u>\$ 22,282,930</u>	<u>\$ -</u>

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

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SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS HELD (AT END OF YEAR)
 YEAR ENDED MARCH 31, 2010

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THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

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SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MARCH 31, 2010

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Cost	Value on Transaction Date	Net Gain or (Loss)
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Highmark Diversified Money Market Fund	7,940 shares at \$1.00 per share	-	7,940	7,940	7,940	-
Highmark Diversified Money Market Fund	167 shares at \$1.00 per share	167	-	167	167	-
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Highmark Diversified Money Market Fund	27,905 shares at \$1.00 per share	27,905	-	27,905	27,905	-
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THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

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SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS (CONTINUED)
YEAR ENDED MARCH 31, 2010

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SEA Consultants, Inc. ESOP	127,542 shares of Kleinfelder stock at \$27.13 per share	3,460,214	-	3,460,214	3,460,214	-
		<u>\$ 14,939,458</u>	<u>\$ 7,343,472</u>	<u>\$ 22,282,930</u>	<u>\$ 22,282,930</u>	<u>\$ -</u>