

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 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</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>APAC SALARIED RETIREMENT PLAN</u> 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>APAC HOLDINGS, INC.</u> <u>900 ASHWOOD PARKWAY, SUITE 700</u> <u>ATLANTA, GA 30338</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2007</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>61-1125630</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>770-392-5300</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>237310</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2007</u>		2b Employer Identification Number (EIN) <u>61-1125630</u>		2c Sponsor's telephone number <u>770-392-5300</u>		2d Business code (see instructions) <u>237310</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>01/01/2007</u>											
2b Employer Identification Number (EIN) <u>61-1125630</u>											
2c Sponsor's telephone number <u>770-392-5300</u>											
2d Business code (see instructions) <u>237310</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.	01/18/2011	BRIAN WATSON
	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 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") APAC HOLDINGS, INC. 900 ASHWOOD PARKWAY, SUITE 700 ATLANTA, GA 30338	3b Administrator's EIN 61-1125630 3c Administrator's telephone number 770-392-5300
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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	2089
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 03/31/2010		
A Name of plan APAC SALARIED RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 APAC HOLDINGS, INC.	D Employer Identification Number (EIN) 61-1125630	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 60	RECORDKEEPER	525	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MSIF MID CAP GRTH P - JPMORGAN 22-2382028	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WFA SM CAP VAL INV - BOSTON FIN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2		
(d) Enter name and EIN (address) of source of indirect compensation		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 03/31/2010		
A Name of plan APAC SALARIED RETIREMENT PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 APAC HOLDINGS, INC.	D Employer Identification Number (EIN) 61-1125630	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2415291	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	45967650	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	48382941	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	48382941	0
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4045294	
(B) Participants	2a(1)(B)	187897	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4233191
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	90	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		90
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	28903	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		28903
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1955714
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		6217898

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1155291	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1155291
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	3754	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3754
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1159045

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5058853
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		53441794

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: BLUE & CO., LLC

(2) EIN: 35-1178661

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		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☒ Yes ☐ No Amount: 0

- 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)
OLDCASTLE MATERIALS, INC. RETIREMENT	95-3962933	001



APAC SALARIED RETIREMENT PLAN

FINANCIAL STATEMENTS

MARCH 31, 2010 AND DECEMBER 31, 2009

APAC SALARIED RETIREMENT PLAN

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REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator
APAC Salaried Retirement Plan
Atlanta, Georgia

We were engaged to audit the accompanying statements of net assets available for benefits of the APAC Salaried Retirement Plan (the Plan) as of March 31, 2010 and December 31, 2009, and the related statements of changes in net assets available for benefits for the three-month and twelve-month periods then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of and for the three-month period ended March 31, 2010, and the twelve-month period ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Blue & Co., LLC

January 17, 2011

APAC SALARIED RETIREMENT PLAN

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

	<u>March 31, 2010</u>	<u>December 31, 2009</u>
Investments, at fair value:		
Money market fund	\$ 0	\$ 2,415,291
Mutual funds	<u>0</u>	<u>45,967,650</u>
Total investments, at fair value	<u>0</u>	<u>48,382,941</u>
Net assets available for benefits	\$ <u><u>0</u></u>	\$ <u><u>48,382,941</u></u>

See accompanying notes to financial statements.

APAC SALARIED RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS FOR THE THREE MONTHS ENDED MARCH 31, 2010
AND YEAR ENDED DECEMBER 31, 2009

	Three Months Ended March 31, 2010	Year Ended December 31, 2009
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 1,955,715	\$ 8,754,471
Interest and dividends	28,993	1,043,842
Total investment income	1,984,708	9,798,313
Contributions:		
Participants'	187,897	6,791,988
Participant rollovers	0	528,281
Employer's	4,045,294	9,170,137
Total contributions	4,233,191	16,490,406
Total additions	6,217,899	26,288,719
Deductions from net assets attributed to:		
Benefit payments	1,155,291	4,174,337
Administrative expenses	3,755	3,157
Total deductions	1,159,046	4,177,494
Transfers attributed to:		
Fund assets transferred to the plan	0	1,818,039
Fund assets transferred from the plan	(53,441,794)	(16,045)
Net transfers	(53,441,794)	1,801,994
Net increase (decrease)	(48,382,941)	23,913,219
Net assets available for plan benefits:		
Beginning of period	48,382,941	24,469,722
End of period	\$ 0	\$ 48,382,941

See accompanying notes to financial statements.

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

1. DESCRIPTION OF PLAN

On March 31, 2010, APAC Holdings, Inc.'s (the Company) APAC Salaried Retirement Plan (the Plan) was merged into the Oldcastle Materials, Inc. Retirement Savings Plan (the Continuing Plan) pursuant to the terms of a Plan amendment. Thus the Plan assets became part of the assets of the Continuing Plan and the Continuing Plan assumed all liabilities of the Plan. The following notes relate to the Plan as it existed prior to the merger.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General:

The Plan became effective January 1, 2007. The Plan was started as a result of the 2006 acquisition of Ashland Paving and Construction, Inc. (APAC) by Oldcastle Materials from Ashland Inc. As part of the sale agreement, benefits for eligible participants in the Plan who had previously been participants in the Ashland Inc. Pension Plan before December 31, 2006 remained the obligations of the Ashland Inc. Pension Plan and accordingly no assets or obligations from that Plan were transferred as part of the sale agreement.

The Plan is a defined contribution plan covering eligible employees of the Company. To participate in nonelective employer contributions and the employer matching contributions, a participant must complete 12 months of service as defined in the adoption agreement, at which time an eligible employee or current participant will immediately be enrolled to receive these contributions. Eligible employees may enter the Plan as active members on the first day of the month after which they meet the entry requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participants who met the eligibility requirements of the Ashland Inc. Pension Plan prior to December 31, 2006 were immediately eligible to participate effective January 1, 2007.

Contributions:

Each year, participants may contribute up to 50% of pretax annual compensation as defined in the Plan document up to IRS annual limits. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing eligible rollover distributions from other qualified benefit plans as defined in the Plan document. The Company makes a nondiscretionary contribution in an amount equal to 110% of a participant's deferral contributions not to exceed 5% of eligible compensation as defined in the Plan document.

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

The Company also makes a fixed profit sharing contribution of 3% of a participant's eligible compensation as defined in the Plan document. This contribution is known as the Annual Retirement Contribution ("ARC") and is completely independent of any employee contributions or employer matching contributions. Participants direct investments of all contributions into various investment options offered by the Plan.

Participant Accounts:

Upon enrollment in the Plan, a participant may direct contributions into any combination of pooled investment accounts with various investment strategies. Each participant's account is credited with the participant's contribution, the Company contributions and allocations of Plan earnings. Allocations are based on the specific investment performance of each participant's investment account. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their pretax, rollover, and matching Company contributions plus actual earnings thereon. Vesting of the "ARC" and earnings on those contributions is based on the years of service as outlined in the following table:

<u>Years of service</u>	<u>Percent of non-forfeitable interest</u>
Less than 3	0%
3 or more	100%

Participant Loans:

The Plan does not provide for participant loans.

Payment of Benefits:

Upon termination of employment from the Company, a participant or participant's beneficiary (in the event of a participant's death) may elect to receive the entire value of his or her account in a lump sum payment or monthly, quarterly, or annual installments over a limited period of time. If a participant's entire account value is \$1,000 or less, it will be distributed without consent. In the event of Plan termination, the Plan administrator will facilitate the distribution of account balances under the provisions of the Plan and Trust Agreement until all assets have been distributed by the Trustee.

Forfeitures:

Upon termination of employment from the Company, if a participant is less than 100% vested in their profit sharing contribution account, the participant will forfeit the non-vested

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

portion. A forfeiture will occur in the Plan year that a participant receives a distribution of their entire vested account, or if they do not receive a distribution, after five consecutive one year breaks in service. Forfeitures are retained in the Plan and will first be used to pay administrative expenses. Any remaining amounts will be used to reduce future Company contributions payable under the Plan. Forfeitures used to pay administrative expenses and reduce current year Company contributions for the three months ended March 31, 2010 and year ended December 31, 2009 totaled approximately \$3,500 and \$69,900, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Plan is presented to assist in the understanding of the Plan's financial statements. The financial statements and notes are representations of the Plan's management who is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the accompanying financial statements.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting:

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition:

Fidelity Management Trust Company (FMTTC) manages Plan assets. Additionally, FMTTC is the Trustee of the Plan and, therefore, such transactions qualify as party-in-interest transactions.

Investments in money market funds are valued at historical cost, which approximates fair value. Shares of mutual funds are valued at fair market value based on quoted market prices.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

All Plan assets were transferred to the Continuing Plan before the close of business on March 31, 2010.

Payment of Benefits:

Benefits are recorded when paid.

Subsequent Events:

The Plan has evaluated events or transactions occurring subsequent to the Statement of Net Assets Available for Benefits date for recognition and disclosure in the accompanying financial statements through the date the financial statements are available to be issued, which is January 17, 2011.

3. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of March 31, 2010 and December 31, 2009 and the related investment activity reflected in the statements of changes in net assets available for benefits for the three months ended March 31, 2010, and the year ended December 31, 2009.

4. FAIR VALUE MEASUREMENTS

Accounting Standards Codification 820-10-50 (ASC 820-10-50), formerly Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10-50 are described below:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: <ul style="list-style-type: none">▪ Quoted prices for similar assets or liabilities in active markets; |
-

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at March 31, 2010 and December 31, 2009.

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

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

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

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

Assets at Fair Value as of March 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 0	\$	\$	\$ 0
Interest bearing cash	<u>0</u>			<u>0</u>
Total assets at fair value	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 45,967,650	\$	\$	\$ 45,967,650
Interest bearing cash	<u>2,415,291</u>			<u>2,415,291</u>
Total assets at fair value	\$ <u>48,382,941</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>48,382,941</u>

5. RELATED PARTY TRANSACTIONS

The Company absorbs a portion of the administrative expenses of the Plan. Additionally, the Plan is not charged for accounting and administrative services performed on its behalf by the Company.

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

6. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2009:

Fidelity Balanced Fund	\$ <u>7,918,186</u>
Fidelity Freedom 2025 Fund	\$ <u>3,145,556</u>
Fidelity Government Income Fund	\$ <u>2,747,372</u>
Fidelity Freedom 2020 Fund	\$ <u>2,655,908</u>
Fidelity Export & Multinational Fund	\$ <u>2,613,851</u>
Fidelity International Discovery Fund	\$ <u>2,509,609</u>
Fidelity Freedom 2015 Fund	\$ <u>2,437,312</u>

7. TAX STATUS

The Plan is a Fidelity prototype plan and consequently is granted favorable treatment as being in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been altered from the prototype by implementing a Company contribution in the form of the "Annual Retirement Contribution" independent of any employee contributions or Company match, the Company has obtained a notice from the Internal Revenue Service stating that the amendment to the form of the Plan identified above does not in and of itself adversely affect the Plan's acceptability under section 401 of the Internal Revenue Code. Therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of March 31, 2010 and December 31, 2009, and no provision for income taxes has been included in the Plan's financial statements.

8. TRANSFERS

All Plan assets were transferred to the Continuing Plan before the Close of business on March 31, 2010.

In February 2008, the Company acquired all the capital stock of Renfro Construction Company, Inc. As a result of this acquisition, the former Renfro Construction Company, Inc. Profit Sharing Plan (the Renfro Plan) was closed and certain participants became participants in the APAC Salaried Retirement Plan. The accounts formerly maintained on behalf of these participants by the Renfro Plan were transferred to the APAC Salaried Retirement Plan in 2009.



APAC SALARIED RETIREMENT PLAN

FINANCIAL STATEMENTS

MARCH 31, 2010 AND DECEMBER 31, 2009

APAC SALARIED RETIREMENT PLAN

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REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator
APAC Salaried Retirement Plan
Atlanta, Georgia

We were engaged to audit the accompanying statements of net assets available for benefits of the APAC Salaried Retirement Plan (the Plan) as of March 31, 2010 and December 31, 2009, and the related statements of changes in net assets available for benefits for the three-month and twelve-month periods then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of and for the three-month period ended March 31, 2010, and the twelve-month period ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Blue & Co., LLC

January 17, 2011

APAC SALARIED RETIREMENT PLAN

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

	<u>March 31, 2010</u>	<u>December 31, 2009</u>
Investments, at fair value:		
Money market fund	\$ 0	\$ 2,415,291
Mutual funds	<u>0</u>	<u>45,967,650</u>
Total investments, at fair value	<u>0</u>	<u>48,382,941</u>
Net assets available for benefits	\$ <u><u>0</u></u>	\$ <u><u>48,382,941</u></u>

See accompanying notes to financial statements.

APAC SALARIED RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS FOR THE THREE MONTHS ENDED MARCH 31, 2010
AND YEAR ENDED DECEMBER 31, 2009

	Three Months Ended March 31, 2010	Year Ended December 31, 2009
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 1,955,715	\$ 8,754,471
Interest and dividends	28,993	1,043,842
Total investment income	1,984,708	9,798,313
Contributions:		
Participants'	187,897	6,791,988
Participant rollovers	0	528,281
Employer's	4,045,294	9,170,137
Total contributions	4,233,191	16,490,406
Total additions	6,217,899	26,288,719
Deductions from net assets attributed to:		
Benefit payments	1,155,291	4,174,337
Administrative expenses	3,755	3,157
Total deductions	1,159,046	4,177,494
Transfers attributed to:		
Fund assets transferred to the plan	0	1,818,039
Fund assets transferred from the plan	(53,441,794)	(16,045)
Net transfers	(53,441,794)	1,801,994
Net increase (decrease)	(48,382,941)	23,913,219
Net assets available for plan benefits:		
Beginning of period	48,382,941	24,469,722
End of period	\$ 0	\$ 48,382,941

See accompanying notes to financial statements.

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

1. DESCRIPTION OF PLAN

On March 31, 2010, APAC Holdings, Inc.'s (the Company) APAC Salaried Retirement Plan (the Plan) was merged into the Oldcastle Materials, Inc. Retirement Savings Plan (the Continuing Plan) pursuant to the terms of a Plan amendment. Thus the Plan assets became part of the assets of the Continuing Plan and the Continuing Plan assumed all liabilities of the Plan. The following notes relate to the Plan as it existed prior to the merger.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General:

The Plan became effective January 1, 2007. The Plan was started as a result of the 2006 acquisition of Ashland Paving and Construction, Inc. (APAC) by Oldcastle Materials from Ashland Inc. As part of the sale agreement, benefits for eligible participants in the Plan who had previously been participants in the Ashland Inc. Pension Plan before December 31, 2006 remained the obligations of the Ashland Inc. Pension Plan and accordingly no assets or obligations from that Plan were transferred as part of the sale agreement.

The Plan is a defined contribution plan covering eligible employees of the Company. To participate in nonelective employer contributions and the employer matching contributions, a participant must complete 12 months of service as defined in the adoption agreement, at which time an eligible employee or current participant will immediately be enrolled to receive these contributions. Eligible employees may enter the Plan as active members on the first day of the month after which they meet the entry requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participants who met the eligibility requirements of the Ashland Inc. Pension Plan prior to December 31, 2006 were immediately eligible to participate effective January 1, 2007.

Contributions:

Each year, participants may contribute up to 50% of pretax annual compensation as defined in the Plan document up to IRS annual limits. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing eligible rollover distributions from other qualified benefit plans as defined in the Plan document. The Company makes a nondiscretionary contribution in an amount equal to 110% of a participant's deferral contributions not to exceed 5% of eligible compensation as defined in the Plan document.

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

The Company also makes a fixed profit sharing contribution of 3% of a participant's eligible compensation as defined in the Plan document. This contribution is known as the Annual Retirement Contribution ("ARC") and is completely independent of any employee contributions or employer matching contributions. Participants direct investments of all contributions into various investment options offered by the Plan.

Participant Accounts:

Upon enrollment in the Plan, a participant may direct contributions into any combination of pooled investment accounts with various investment strategies. Each participant's account is credited with the participant's contribution, the Company contributions and allocations of Plan earnings. Allocations are based on the specific investment performance of each participant's investment account. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their pretax, rollover, and matching Company contributions plus actual earnings thereon. Vesting of the "ARC" and earnings on those contributions is based on the years of service as outlined in the following table:

<u>Years of service</u>	<u>Percent of non-forfeitable interest</u>
Less than 3	0%
3 or more	100%

Participant Loans:

The Plan does not provide for participant loans.

Payment of Benefits:

Upon termination of employment from the Company, a participant or participant's beneficiary (in the event of a participant's death) may elect to receive the entire value of his or her account in a lump sum payment or monthly, quarterly, or annual installments over a limited period of time. If a participant's entire account value is \$1,000 or less, it will be distributed without consent. In the event of Plan termination, the Plan administrator will facilitate the distribution of account balances under the provisions of the Plan and Trust Agreement until all assets have been distributed by the Trustee.

Forfeitures:

Upon termination of employment from the Company, if a participant is less than 100% vested in their profit sharing contribution account, the participant will forfeit the non-vested

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

portion. A forfeiture will occur in the Plan year that a participant receives a distribution of their entire vested account, or if they do not receive a distribution, after five consecutive one year breaks in service. Forfeitures are retained in the Plan and will first be used to pay administrative expenses. Any remaining amounts will be used to reduce future Company contributions payable under the Plan. Forfeitures used to pay administrative expenses and reduce current year Company contributions for the three months ended March 31, 2010 and year ended December 31, 2009 totaled approximately \$3,500 and \$69,900, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Plan is presented to assist in the understanding of the Plan's financial statements. The financial statements and notes are representations of the Plan's management who is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the accompanying financial statements.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting:

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition:

Fidelity Management Trust Company (FMTTC) manages Plan assets. Additionally, FMTTC is the Trustee of the Plan and, therefore, such transactions qualify as party-in-interest transactions.

Investments in money market funds are valued at historical cost, which approximates fair value. Shares of mutual funds are valued at fair market value based on quoted market prices.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

All Plan assets were transferred to the Continuing Plan before the close of business on March 31, 2010.

Payment of Benefits:

Benefits are recorded when paid.

Subsequent Events:

The Plan has evaluated events or transactions occurring subsequent to the Statement of Net Assets Available for Benefits date for recognition and disclosure in the accompanying financial statements through the date the financial statements are available to be issued, which is January 17, 2011.

3. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of March 31, 2010 and December 31, 2009 and the related investment activity reflected in the statements of changes in net assets available for benefits for the three months ended March 31, 2010, and the year ended December 31, 2009.

4. FAIR VALUE MEASUREMENTS

Accounting Standards Codification 820-10-50 (ASC 820-10-50), formerly Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10-50 are described below:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: <ul style="list-style-type: none">▪ Quoted prices for similar assets or liabilities in active markets; |
-

APAC SALARIED RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 AND DECEMBER 31, 2009

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at March 31, 2010 and December 31, 2009.

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

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

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

Assets at Fair Value as of March 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 0	\$	\$	\$ 0
Interest bearing cash	<u>0</u>			<u>0</u>
Total assets at fair value	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 45,967,650	\$	\$	\$ 45,967,650
Interest bearing cash	<u>2,415,291</u>			<u>2,415,291</u>
Total assets at fair value	\$ <u>48,382,941</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>48,382,941</u>

5. RELATED PARTY TRANSACTIONS

The Company absorbs a portion of the administrative expenses of the Plan. Additionally, the Plan is not charged for accounting and administrative services performed on its behalf by the Company.

APAC SALARIED RETIREMENT PLAN

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6. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2009:

Fidelity Balanced Fund	\$ <u>7,918,186</u>
Fidelity Freedom 2025 Fund	\$ <u>3,145,556</u>
Fidelity Government Income Fund	\$ <u>2,747,372</u>
Fidelity Freedom 2020 Fund	\$ <u>2,655,908</u>
Fidelity Export & Multinational Fund	\$ <u>2,613,851</u>
Fidelity International Discovery Fund	\$ <u>2,509,609</u>
Fidelity Freedom 2015 Fund	\$ <u>2,437,312</u>

7. TAX STATUS

The Plan is a Fidelity prototype plan and consequently is granted favorable treatment as being in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been altered from the prototype by implementing a Company contribution in the form of the "Annual Retirement Contribution" independent of any employee contributions or Company match, the Company has obtained a notice from the Internal Revenue Service stating that the amendment to the form of the Plan identified above does not in and of itself adversely affect the Plan's acceptability under section 401 of the Internal Revenue Code. Therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of March 31, 2010 and December 31, 2009, and no provision for income taxes has been included in the Plan's financial statements.

8. TRANSFERS

All Plan assets were transferred to the Continuing Plan before the Close of business on March 31, 2010.

In February 2008, the Company acquired all the capital stock of Renfro Construction Company, Inc. As a result of this acquisition, the former Renfro Construction Company, Inc. Profit Sharing Plan (the Renfro Plan) was closed and certain participants became participants in the APAC Salaried Retirement Plan. The accounts formerly maintained on behalf of these participants by the Renfro Plan were transferred to the APAC Salaried Retirement Plan in 2009.