# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2009**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 06/01/2009 and ending 05/31/2010

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
HOOD & STRONG, LLP 401K PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 10/01/1984

**2a** Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
HOOD & STRONG, LLP CERTIFIED PUBLIC ACCOUNTANTS

100 FIRST ST., 14TH FLOOR
SAN FRANCISCO, CA 94105

100 FIRST ST., 14TH FLOOR
SAN FRANCISCO, CA 94105

**2b** Employer Identification Number (EIN)
94-1254756

**2c** Sponsor's telephone number
415-781-0793

**2d** Business code (see instructions)
541211

**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. | 02/15/2011 | LYNN A. HENLEY |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 02/15/2011 | LYNN A. HENLEY |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
HOOD & STRONG, LLP CERTIFIED PUBLIC ACCOUNTANTS

100 FIRST ST., 14TH FLOOR
SAN FRANCISCO, CA 94105

**3b** Administrator's EIN
94-1254756

**3c** Administrator's telephone number
415-781-0793

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 144 |
| **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** | 95 |
| **b** | Retired or separated participants receiving benefits | **6b** | |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 50 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 145 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 145 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 136 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 16 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

# 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 06/01/2009 and ending 05/31/2010

**A** Name of plan
HOOD & STRONG, LLP 401K PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
HOOD & STRONG, LLP CERTIFIED PUBLIC ACCOUNTANTS

**D** Employer Identification Number (EIN)
94-1254756

## 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) | 149996 | 94081 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 90941 | 93190 |
| **(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) | 7837850 | 9412129 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 8078787 | 9599400 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | | |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 8078787 | 9599400 |

## 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) | 74220 | |
| | **(B)** Participants | 2a(1)(B) | 759341 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 18379 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 851940 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 5396 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 5396 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | 130086 | |
| | **(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) | | 130086 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (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) | | 1191699 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 2179121 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 654169 | |
| (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) | | 654169 |
| **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) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | 4339 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 4339 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 658508 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 1520613 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: MILLER, KAPLAN, ARASE & CO., LLP (2) EIN: 95-2036255

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

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

## Part IV Compliance Questions

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

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |

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

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

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

# 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 06/01/2009 and ending 05/31/2010

**A** Name of plan
HOOD & STRONG, LLP 401K PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
HOOD & STRONG, LLP CERTIFIED PUBLIC ACCOUNTANTS

**D** Employer Identification Number (EIN)
94-1254756

## 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**

**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): 04-6568107

**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** 19

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# HOOD & STRONG LLP 401(k) PLAN

## FINANCIAL STATEMENTS

## MAY 31, 2010 AND 2009

# HOOD & STRONG LLP 401(k) PLAN

## INDEX


| | | Page No. |
|---|---|---|
| INDEPENDENT AUDITORS' REPORT | | 1 |
| EXHIBIT "A" | - Statements of Net Assets Available for Benefits as of May 31, 2010 and 2009 | 2 |
| EXHIBIT "B" | - Statement of Changes in Net Assets Available for Benefits - June 1, 2009 to May 31, 2010 | 3 |
| NOTES TO FINANCIAL STATEMENTS | | 4 - 8 |
| SUPPLEMENTAL SCHEDULE | | |
| SCHEDULE 1 | - Schedule of Assets (Held At End of Year) - May 31, 2010 | 9 |

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## Independent Auditors' Report

The Administrative Committee
Hood & Strong LLP 401(k) Plan
100 First Street, 14th Floor
San Francisco, California 94105-4631

We were engaged to audit the accompanying statement of net assets available for benefits and supplemental schedule of the Hood & Strong LLP 401(k) Plan as of May 31, 2010 and the related statement of changes in net assets available for benefits for the year then ended. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statement of the Plan as of May 31, 2009 was audited by other auditors. 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 ("ERISA"), the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated March 15, 2010 indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 6, 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 2010 financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the year ended May 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's 2010 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Miller, Kaplan, Arase & Co., LLP

MILLER, KAPLAN, ARASE & CO., LLP

February 11, 2011

EXHIBIT "A"

# HOOD & STRONG LLP 401(k) PLAN
## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| ASSETS | May 31, 2010 | May 31, 2009 |
|---|---|---|
| INVESTMENTS, AT FAIR VALUE | | |
| Mutual Funds | $ 9,412,129 | $ 7,837,850 |
| RECEIVABLES | | |
| Notes Receivable from Participants | 93,190 | 90,941 |
| Participant Contributions | - | 42,207 |
| Employer Contributions | 94,081 | 107,789 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 9,599,400 | $ 8,078,787 |

(Attached notes are an integral part of this statement)

EXHIBIT "B"

# HOOD & STRONG LLP 401(k) PLAN
## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
## JUNE 1, 2009 TO MAY 31, 2010

| | |
|---|---|
| **ADDITIONS** | |
| **INVESTMENT INCOME** | |
| Dividends and Interest | $ 135,482 |
| Net Appreciation in Fair Value of Investments | 1,191,699 |
| TOTAL INVESTMENT INCOME | $ 1,327,181 |
| **CONTRIBUTIONS** | |
| Participant Contributions | $ 759,341 |
| Employer Contributions | 74,220 |
| Rollovers | 18,379 |
| TOTAL CONTRIBUTIONS | $ 851,940 |
| TOTAL ADDITIONS | $ 2,179,121 |
| **DEDUCTIONS** | |
| Benefits Paid to Participants | $ 654,169 |
| Administrative Expenses | 4,339 |
| TOTAL DEDUCTIONS | $ 658,508 |
| NET INCREASE | $ 1,520,613 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | |
| Beginning of Year | 8,078,787 |
| End of Year | $ 9,599,400 |

(Attached notes are an integral part of this statement)

## NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the Hood & Strong LLP 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more specific provisions.

### A. General

The Plan is a defined contribution plan that was established in 1984 by Hood & Strong LLP (the "Firm") to provide benefits to eligible employees as defined in the Plan document. The Plan was amended and restated in its entirety effective October 13, 2009 to comply with the Economic Growth and Tax Relief Reconciliation Act (EGTRRA) and other legislative changes. The Plan administrator believes the Plan is designed and operated in compliance with the applicable requirements of the Internal Revenue Code (the "Code") and provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

### B. Administration

An Administrative Committee (the Committee) manages the operation and administration of the Plan. Fidelity Management Trust Company (Fidelity) serves as directed trustee and a Fidelity affiliate serves as third party administrator that maintains the records of participant data. Investment fund management fees and operating expenses are charged directly to the fund and thereby factored into each fund as a reduction of investment return. Other costs of administering the Plan are paid by the Firm.

### C. Eligibility

Substantially all employees of the Firm who have attained age 21 may enter the Plan on the first day of the Plan year or the first day of the fourth, seventh and tenth months of the Plan year following their date of employment.

### D. Contributions

Participants may elect to make pre-tax contributions of up to 60% of eligible pre-tax compensation as defined in the Plan. Participants who elect to have the Firm contribute a portion of their pre-tax compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Participants of age 50 or older are permitted to make additional catch-up contributions of up to $5,500 per calendar year. Participant contributions are subject to maximum annual additions permitted under provisions of the Code.

Newly hired eligible employees who do not make an affirmative election to defer pre-tax compensation to the Plan, including an election not to defer, are auto-enrolled at a deferral rate of 3% of compensation on the first day of the next calendar quarter following their date of hire. The deferral percentage for auto-enrolled participants will automatically increase 1% annually in successive years to an annual maximum of 5% of eligible compensation.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's investment directions.

The Firm is allowed to make a discretionary matching contribution as defined in the Plan and as approved by the Committee. For the Plan year ended May 31, 2010 the Firm made a matching contribution to staff members who were employed on the last day of the Plan year equal to 50% of the first 3% of eligible compensation each staff member deferred to the Plan.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

E. Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, Firm matching contributions and an allocation of Plan earnings or losses. Plan assets are invested based solely on instructions received from participants.

F. Vesting and Forfeitures

Participants are immediately 100% vested in their contributions and related earnings. A participant vests 25% annually in the portion of his or her account attributable to Firm contributions and attains full vesting after four years of service. Forfeitures of terminated participants' non-vested accounts will be applied to reduce Firm contributions or to pay Plan administrative expenses. The balance of unapplied forfeitures was immaterial at May 31, 2010 and 2009.

G. Payment of Benefits

Normal retirement age under the Plan is age 60. Upon termination of service, death, disability or retirement, a participant or beneficiary may choose to maintain his or her account in the Plan or to receive benefits payable in a lump sum. Hardship withdrawals are permitted under limited circumstances as provided in the Plan. The accounts of terminated participants valued at $5,000 or less may be distributed by the Plan administrator subject to applicable provisions of the Code. Benefits are recorded when paid.

H. Notes Receivable from Participants

The Plan allows participants to borrow not less than $1,000 up to the lesser of $50,000 or 50% of their vested account balance. A loan is secured by a participant's vested account balance, bears interest at available market financing rates and must be repaid to the Plan in five years unless the loan is used for the purchase of a principal residence, in which case the maximum repayment period is 10 years. The Plan administrator establishes the specific terms and conditions of loans to participants. Notes receivable from participants at May 31, 2010 carry interest rates ranging from 4.25% to 8.00%.

I. Plan Termination

Although it has not expressed any intent to do so, the Firm has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. The accounts of participants affected by a partial or complete termination of the Plan are non-forfeitable.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The Plan maintains its accounting records on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

B. New Accounting Pronouncement

The Financial Accounting Standards Board (FASB) recently issued ASU 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans – a consensus of the FASB Emerging Issues Task Force, clarifying the classification and measurement guidance on

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. New Accounting Pronouncement (Continued)

participant loans of a defined contribution pension plan. The ASU requires participant loans to be classified as notes receivable from participants and measured at their unpaid principal balance plus accrued unpaid interest. This guidance is a change to the requirement to classify participant loans as investments recognized in accordance with ASC 820, Fair Value Measurements Disclosures. The new guidance is effective for fiscal years ending after December 15, 2010 and must be applied retroactively. Early adoption is permitted. The Plan adopted this new guidance for the Plan year ended May 31, 2010.

C. Investment Valuation and Income Recognition

Plan investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (Note 7).

Purchases and sales of investments are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Mutual fund capital gains distributions are included in dividend income. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

D. 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.

E. Risks and Uncertainties

Plan investments include a variety of securities that are exposed to various investment risks such as interest rate, market and credit risks. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

F. Subsequent Events

Management has evaluated subsequent events through February 11, 2011, the date on which the financial statements were available to be issued. There are no subsequent events that require recognition or additional disclosure in the Plan's financial statements.

NOTE 3 - INCOME TAX STATUS

The Firm adopted a volume submitter plan that has received an opinion letter from the Internal Revenue Service stating that the form of the Plan qualifies under applicable provisions of the Code. The Firm believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and the trust, which forms a part of the Plan, is tax exempt.

## NOTE 4 - RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of the trustee. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibitions of party-in-interest transactions under ERISA.

## NOTE 5 - RECLASSIFICATIONS

Certain information reported in the 2009 financial statements has been reclassified to conform to the 2010 presentation.

## NOTE 6 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

In accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, Fidelity Management Trust Company, the trustee, certified the current value of assets held at May 31, 2010 and 2009 and net appreciation in fair value of investments and interest and dividends for the year ended May 31, 2010, that were used in the preparation of the accompanying financial statements and supplemental schedule. The following table presents the fair values of investments and investment funds that include 5% or more of the Plan's net assets available for benefits at May 31:

| | 2010 | 2009 |
|---|---|---|
| Fidelity Retirement Money Market Fund | $ 507,604 | $ 445,087 |
| Fidelity Contra Fund | 3,269,391 | 2,650,627 |
| Fidelity International Discovery Fund | 509,132 | 422,670 |
| Fidelity Spartan500 Index Fund | 1,209,298 | 1,143,409 |
| Fidelity Institutional Sh Int Govt Fund | 1,029,512 | 1,195,801 |
| Other funds individually less than 5% of net assets available for benefits | 2,887,192 | 1,980,256 |
| | $ 9,412,129 | $ 7,837,850 |

Certified dividends and interest for the year ended May 31, 2010 were $135,482. Certified net appreciation in fair value of mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) was $1,191,699 for the year ended May 31, 2010.

## NOTE 7 - FAIR VALUE MEASUREMENTS

The Firm adopted new accounting guidance on measuring fair value on June 1, 2008. The new accounting guidance establishes a hierarchy which prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Under the fair value hierarchy Level 1 inputs are based on quoted prices in an active market. Level 2 inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data. Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The following tables summarize the Plan's investments at May 31 based on the inputs used to value them:

NOTE 7 - FAIR VALUE MEASUREMENTS (Continued)

| | May 31, 2010 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds: | | | | |
| Money Market | $ 507,604 | $ - | $ - | $ 507,604 |
| Large Cap | 5,201,026 | - | - | 5,201,026 |
| Small/Mid Cap | 816,421 | - | - | 816,421 |
| Balanced | 1,286,109 | - | - | 1,286,109 |
| International | 509,132 | - | - | 509,132 |
| Bond | 1,091,837 | - | - | 1,091,837 |
| | $ 9,412,129 | $ - | $ - | $ 9,412,129 |

| | May 31, 2009 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds: | | | | |
| Money Market | $ 445,087 | $ - | $ - | $ 445,087 |
| Large Cap | 4,355,109 | - | - | 4,355,109 |
| Small/Mid Cap | 534,806 | - | - | 534,806 |
| Balanced | 843,901 | - | - | 843,901 |
| International | 422,670 | - | - | 422,670 |
| Bond | 1,236,277 | - | - | 1,236,277 |
| | $ 7,837,850 | $ - | $ - | $ 7,837,850 |

# SUPPLEMENTAL SCHEDULE

SCHEDULE 1

HOOD & STRONG LLP 401(k) PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 94-1254756; PLAN NO. 001
MAY 31, 2010

| Identity of Issuer | Description of Investment | Fair Value |
|---|---|---|
| Rainier Small/Mid Cap Fund | Mutual Fund | $ 278,867 |
| Royce Opportunity S Fund | Mutual Fund | 111,395 |
| Royce Value Plus Service Fund | Mutual Fund | 116,851 |
| * Fidelity Contra Fund | Mutual Fund | 3,269,391 |
| * Fidelity Growth & Income Fund | Mutual Fund | 470,183 |
| * Fidelity Large Cap Value Fund | Mutual Fund | 46,773 |
| * Fidelity Leveraged Company Stock Fund | Mutual Fund | 109,928 |
| * Fidelity International Discovery Fund | Mutual Fund | 509,132 |
| * Fidelity Blue Chip Growth Fund | Mutual Fund | 174,423 |
| * Fidelity Retirement Money Market Fund | Money Market Mutual Fund | 507,604 |
| * Fidelity Growth Strategies Fund | Mutual Fund | 199,380 |
| * Fidelity Freedom Income Fund | Mutual Fund | 31,192 |
| * Fidelity Spartan500 Index Fund | Mutual Fund | 1,209,298 |
| * Fidelity Institutional Sh Int Govt Fund | Mutual Fund | 1,029,512 |
| * Fidelity Large Cap Value Fund | Mutual Fund | 30,958 |
| * Fidelity Total Bond Fund | Mutual Fund | 62,325 |
| * Fidelity Freedom 2000 | Mutual Fund | 9,118 |
| * Fidelity Freedom 2010 | Mutual Fund | 19,506 |
| * Fidelity Freedom 2020 | Mutual Fund | 469,375 |
| * Fidelity Freedom 2030 | Mutual Fund | 167,579 |
| * Fidelity Freedom 2040 | Mutual Fund | 204,631 |
| * Fidelity Freedom 2015 | Mutual Fund | 186,829 |
| * Fidelity Freedom 2005 | Mutual Fund | 39,960 |
| * Fidelity Freedom 2025 | Mutual Fund | 53,322 |
| * Fidelity Freedom 2035 | Mutual Fund | 52,619 |
| * Fidelity Freedom 2045 | Mutual Fund | 30,989 |
| * Fidelity Freedom 2050 | Mutual Fund | 20,989 |
| * Participant Loans | Interest rates ranging from 4.25% to 8.00% | 93,190 |
| TOTAL | | $ 9,505,319 |

* Parties-in-interest

SCHEDULE 1

HOOD & STRONG LLP 401(k) PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 94-1254756; PLAN NO. 001
MAY 31, 2010

| Identity of Issuer | Description of Investment | Fair Value |
|---|---|---|
| Rainier Small/Mid Cap Fund | Mutual Fund | $ 278,867 |
| Royce Opportunity S Fund | Mutual Fund | 111,395 |
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| * Fidelity Freedom 2030 | Mutual Fund | 167,579 |
| * Fidelity Freedom 2040 | Mutual Fund | 204,631 |
| * Fidelity Freedom 2015 | Mutual Fund | 186,829 |
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| * Participant Loans | Interest rates ranging from 4.25% to 8.00% | 93,190 |
| TOTAL | | $ 9,505,319 |

* Parties-in-interest