Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
IMPERIAL POOLS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/31/1972

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
IMPERIAL POOLS, INC.

33 WADE ROAD
LATHAM, NY 12110

2b Employer Identification Number (EIN)
14-1493361

2c Sponsor's telephone number
518-786-1200

2d Business code (see instructions)
424990

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.	03/21/2011	CHRSITY FILLINGAME
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
IMPERIAL POOLS, INC.

33 WADE ROAD
LATHAM, NY 12110

3b Administrator's EIN
14-1493361

3c Administrator's telephone number
518-786-1200

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**	264
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**	190
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	62
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	252
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	252
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	219
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	15
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:
2A 2E 2F 2G 2J 2K 2R 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
IMPERIAL POOLS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IMPERIAL POOLS, INC.

D Employer Identification Number (EIN)
14-1493361

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MORGAN STANLEY

26-4310632

(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?
26 50 27 63	NONE	43759	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ASCENSUS

11-3665754

(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?
13 50 60	NONE	2545	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

(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
MORGAN STANLEY	27 63	

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CAPITAL RESESARCH & MANAGEMENT CO. 333 SOUTH HOPE ST LOS ANGELES, CA 90071	THE SERVICE PROVIDER RECEIVED 12B-1 FEES BASED ON 25 BASIS POINTS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ASCENSUS	13 60	

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CAPITAL RESESARCH & MANAGEMENT CO. 333 SOUTH HOPE ST LOS ANGELES, CA 90071	THE SERVICE PROVIDER RECEIVED SUB-TA REVENUE BASED ON 10 BASIS POINTS.

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
IMPERIAL POOLS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IMPERIAL POOLS, INC.

D Employer Identification Number (EIN)
14-1493361

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)		3914
(2) Participant contributions	1b(2)		30972
(3) Other	1b(3)		9452
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2666580	616226
(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)	283711	190003
(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)	9083651	6179886
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		6556613

			(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	12033942	13587066
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	1738	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	1738	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	12032204	13587066

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)	46719	
	(B) Participants	2a(1)(B)	359358	
	(C) Others (including rollovers)	2a(1)(C)	21253	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		427330
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2895	
	(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)	14010	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		16905
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		967394
c Other income	2c		868737
d Total income. Add all **income** amounts in column (b) and enter total	2d		2280366
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	679110	
(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)		679110
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)	2545	
(3) Investment advisory and management fees	2i(3)	43759	
(4) Other	2i(4)	90	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		46394
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		725504
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1554862
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: SAMUEL GOLDSTEIN & CO., PC (2) EIN: 11-2478817

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		342722
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		650000
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 01/01/2009 and ending 12/31/2009

A Name of plan
IMPERIAL POOLS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IMPERIAL POOLS, INC.

D Employer Identification Number (EIN)
14-1493361

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): 95-6817943 45-0404698

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SAMUEL GOLDSTEIN & CO., P.C.
CERTIFIED PUBLIC ACCOUNTANTS

SAMUEL GOLDSTEIN, CPA (1917- 2000)
MICHAEL GOLDSTEIN, CPA (1947- 2010)
STUART GOLDSTEIN, CPA

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INDEPENDENT AUDITORS' REPORT

To the Trustees
Imperial Pools, Inc. 401(K) Plan

We were engaged to audit the accompanying statement of net assets available for benefits - modified cash basis of Imperial Pools, Inc.401 (K) Plan as of December 31, 2009, and the related statement of changes in net assets available for benefits - modified cash basis for the year ended December 31, 2009, and the supplemental schedule of assets held for investment purposes - modified cash basis at December 31, 2009 and schedule of delinquent participant contributions for the year ended December 31, 2009. These financial statements and the supplemental schedules are the responsibility of the Plan's management. As described in Note 2, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. The financial statements of the Plan as of December 31, 2008 were 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, 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 Capital Bank and Trust, the trustee of the Plan. Their report, dated June 19,2009, 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 the Employee Retirement Income Security Act of 1974.

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 Frontier Trust Company, the current trustee of the Plan, for the period April 10, 2009 to December 31, 2009 and as of December 31, 2009 and by Capital Bank and Trust, the former trustee of the Plan for the period January 1, 2009 to April 9, 2009, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and for the period April 10, 2009 through December 31, 2009 an it also obtained a certification from the former trustee, Capital Bank and Trust, as of April 9, 2009 and for the period January 1, 2009 through April 9, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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.

Samuel Goldstein & Co, P.C.

Samuel Goldstein & Co., P.C.
Certified Public Accountants

Great Neck, New York
February 23, 2011

IMPERIAL POOLS, INC. 401(K) PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTARY INFORMATION
MODIFIED CASH BASIS

DECEMBER 31, 2009 AND 2008

AND

INDEPENDENT AUDITORS' REPORT

IMPERIAL POOLS, INC. 401(K) PLAN

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To the Trustees
Imperial Pools, Inc. 401(K) Plan

We were engaged to audit the accompanying statement of net assets available for benefits - modified cash basis of Imperial Pools, Inc.401 (K) Plan as of December 31, 2009, and the related statement of changes in net assets available for benefits - modified cash basis for the year ended December 31, 2009, and the supplemental schedule of assets held for investment purposes - modified cash basis at December 31, 2009 and schedule of delinquent participant contributions for the year ended December 31, 2009. These financial statements and the supplemental schedules are the responsibility of the Plan's management. As described in Note 2, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. The financial statements of the Plan as of December 31, 2008 were 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, 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 Capital Bank and Trust, the trustee of the Plan. Their report, dated June 19,2009, 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 the Employee Retirement Income Security Act of 1974.

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 Frontier Trust Company, the current trustee of the Plan, for the period April 10, 2009 to December 31, 2009 and as of December 31, 2009 and by Capital Bank and Trust, the former trustee of the Plan for the period January 1, 2009 to April 9, 2009, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and for the period April 10, 2009 through December 31, 2009 an it also obtained a certification from the former trustee, Capital Bank and Trust, as of April 9, 2009 and for the period January 1, 2009 through April 9, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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.

Samuel Goldstein & Co, P.C.

Samuel Goldstein & Co., P.C.
Certified Public Accountants

Great Neck, New York
February 23, 2011

IMPERIAL POOLS, INC. 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

MODIFIED CASH BASIS

	December 31,	
ASSETS	2009	2008
Investments at fair value:		
Mutual funds	$ 6,179,886	$ 9,083,650
Corporate bonds	1,447,239	-0-
Common stocks	4,045,893	-0-
Loans receivable, participants	190,003	283,711
	11,863,021	9,367,361
Employer contributions receivable	3,914	-0-
Participant contributions receivable	30,972	-0-
Other receivable	9,452	-0-
Cash and cash equivalents	1,679,707	2,666,580
Total assets	13,587,066	12,033,941
LIABILITIES		
Account payable	-0-	1,738
Net assets available for benefits	$13,587,066	$ 12,032,203

See accompanying notes to the financial statements.

IMPERIAL POOLS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
MODIFIED CASH BASIS

FOR THE YEAR ENDED DECEMBER 31, 2009

Additions:	
Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 1,836,131
Interest – participant loans	14,010
Interest	2,895
	1,853,036
Contributions:	
Participants	359,358
Employer	46,719
Rollovers	21,253
	427,330
Total Additions	2,280,366
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	679,110
Administrative expenses	46,393
Total deductions	725,503
Net increase during year	1,554,863
Net assets available for benefits -	
Beginning of year	12,032,203
End of year	$13,587,066

See accompanying notes to the financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Imperial Pools, Inc. (the Company) 401(K) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of Imperial Pools, Inc. who have completed one (1) year of service, worked 1,000 hours and have attained age twenty-one (21) or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants are permitted to contribute up to 15% of their pre-tax annual compensation, not to exceed the amount limited by the Internal Revenue Service. 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 distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options. The plan currently offers numerous mutual funds investment options for participants. The company has an option to make matching contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's matching contribution, (b) Plan earnings, or losses, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion and related earnings of their accounts is based on years of continuous service. After two years of service, a participant becomes 20 percent vested in employer matching contributions earnings thereon in the Plan; the vesting percentage increases by 20 percent each year until the participant becomes fully vested in their account after six years of service.

Participant Loans

Each participant may borrow up to the lesser of $50,000 or 50 percent of their vested interest in the Plan, and may have a maximum of three loans outstanding at a time. A participant may not request a loan for less than $1,000. Loans are secured by the vested balance in the participant's account. Principal and interest are paid ratably through bi-weekly payroll deductions. Loans become due immediately upon termination of the participant's employment. Loan terms may not exceed five years unless the loan is used to purchase a primary residence, in which case, the loan term may not exceed 30 years. Loans bear interest at the prime rate plus 2% which is commensurate with local prevailing rates as determined by the administrator. During the year ended December 31, 2009, the interest rates charged on participant loans ranged from 3.25 percent to 3.75 percent.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits
Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the vested interest in their account or annual installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution.

Forfeited Accounts
Forfeitures relating to the non-vested portion of a terminated participant's account are retained by the Plan and will be reallocated to participants in accordance with plan agreement.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
Accounting records of the Plan are maintained on the modified cash basis, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Accordingly, certain additions are not recorded until the cash is collected and certain deductions are not recorded until the obligation is disbursed.

Payment of Benefits
Benefits are recorded when paid.

Use of Estimates
The preparation of financial statements in conformity with a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and certain reported amounts of additions to net assets and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's 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.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as received. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties
Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Administrative Expenses
Plan administrative expenses are paid by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Plan Termination
Although it has not expressed any intent to do so, the Company has the right under the plan agreement to discontinue its matching contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions and the earnings thereon.

Subsequent Events
The plan has evaluated subsequent events through February 23, 2011, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The Plan's investments are held by Frontier Trust Company, the current trustees of the Plan for the period April 10, 2009 to December 31, 2009 and as of December 31, 2009 and by Capital Bank and Trust, the former trustee of the Plan for the period January 1, 2009 to April 9, 2009. The Plan administrator has obtained certificates from each trustee that such information is complete and accurate.

The following investments represent 5% or more of the Plan's net assets:

	December 31,	
	2009	2008
American Funds US Government Securities	$1,372,870	$467,652
American Funds Small Cap World Fund	969,546	1,381,900
American Funds Growth Fund of America	950,747	2,170,205
American Funds Europacific Growth	748,270	1,421,008
The New World Fund	-0-	899,600
Fundamental Investors	-0-	1,148,221

NOTE 4 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated July 25, 1996 that the plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the plan has been amended since receiving the determination letter, the plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

The Plan loans funds to its participants according to the applicable provisions of the Plan agreement. The Company provides the Plan with certain accounting and administrative services for which no fees are charged. All such transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

NOTE 6 - FAIR VALUE MEASUREMENTS

The Plan adopted the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, which provides the 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 FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for 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 measurements.

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

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

Mutual Funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Common Stocks: Valued at the closing price reported in the active market in which the individual securities are traded.

Corporate Bonds: Certain corporate bonds are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit rating.

Money Market Funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Participant Loans: Valued at unpaid principle balance, which approximates fair value.

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

NOTE 6 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2009 and 2008.

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,179,886	$ -0-	$ -0-	$ 6,179,886
Corporate Bonds	1,447,239	-0-	-0-	1,447,239
Common Stocks	4,045,893	-0-	-0-	4,045,893
Participant Loans	-0-	-0-	190,003	190,003
Total assets at fair value	$11,673,018	$ -0-	$ 190,003	$11,863,021

Assets at Fair Value as of December 31, 2008

	Level 1	Level 2	Level 3	Total
Common Stocks	$ 8,615,998	$ -0-	$ -0-	$8,615,998
Corporate Bonds	467,652	-0-	-0-	467,652
Participant Loans	-0-	-0-	283,711	283,711
Total assets at fair value	$ 9,083,650	$ -0-	$ 283,711	$9,367,361

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE OF INVESTMENTS AT FAIR VALUE

DECEMBER 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Fair Value	Cost
	Mutual Funds		
Frontier Trust Company	Blackrock Pacific Fund	$ 4,512	N/A **
Frontier Trust Company	Sentinel Small Company	72,384	N/A **
Frontier Trust Company	American Funds 2010	167	N/A **
Frontier Trust Company	American Funds 2015	2,560	N/A **
Frontier Trust Company	American Funds 2020	42,213	N/A **
Frontier Trust Company	American Funds 2025	3,355	N/A **
Frontier Trust Company	American Funds 2030	5,462	N/A **
Frontier Trust Company	American Funds 2035	3,595	N/A **
Frontier Trust Company	American Funds 2040	6,954	N/A **
Frontier Trust Company	American Funds 2045	4,242	N/A **
Frontier Trust Company	American Funds 2050	3,301	N/A **
Frontier Trust Company	M & N Pro-Balanced Moderate Term	99,806	N/A **
Frontier Trust Company	American Funds New World Fund	427,026	N/A **
Frontier Trust Company	Ivy Science and Technology Fund	131,121	N/A **
Frontier Trust Company	M & N Pro-Blend Conservative Term	48,683	N/A **
Frontier Trust Company	American Funds New Economy Fund	229,308	N/A **
Frontier Trust Company	Blackrock Health Sciences Ops	88,025	N/A **
Frontier Trust Company	Blackrock U.S. Opportunities	118,975	N/A **
Frontier Trust Company	American Funds Capital World Growth	226,929	N/A **
Frontier Trust Company	American Funds Europacific Growth	748,270	N/A **
Frontier Trust Company	American Funds Fundamental Investors	514,399	N/A **
Frontier Trust Company	American Funds Growth Fund of America	950,747	N/A **
Frontier Trust Company	American Funds Income Fund of America	105,436	N/A **
Frontier Trust Company	American Funds SMALLCAP World Fund	969,546	N/A **
Frontier Trust Company	American Funds US Government Securities	1,372,870	N/A **
		$6,179,886	

	Corporate Bonds	Quantity	Rate %	Maturity Date		
Morgan Stanley Smith Barney	American Express	207,000	7.3%	08/20/13	232,643	N/A **
Morgan Stanley Smith Barney	American Express	4,000	5.5%	04/16/13	4,264	N/A **
Morgan Stanley Smith Barney	Bank of America	5,000	6.1%	06/15/17	5,082	N/A **
Morgan Stanley Smith Barney	Bank of America	20,000	7.375%	05/15/14	22,694	N/A ***
Morgan Stanley Smith Barney	Bankers TR NY	10,000	7.5%	11/15/15	10,245	N/A ***
Morgan Stanley Smith Barney	FPL Group CAP Inc	67,000	6.65%	06/15/67	62,645	N/A ***
Morgan Stanley Smith Barney	GE CAP Corp	6,000	5.72%	08/22/11	6,102	N/A ***
Morgan Stanley Smith Barney	GE CAP Corp	5,000	5.9%	05/13/14	5,405	N/A ***
Morgan Stanley Smith Barney	Goldman Sachs	5,000	5.125%	01/15/15	5,254	N/A ***
Morgan Stanley Smith Barney	Goldman Sachs CAP	166,000	6.345%	02/15/34	155,419	N/A ***
Morgan Stanley Smith Barney	Goldman Sachs GP	208,000	5.45%	11/01/12	223,637	N/A ***
Morgan Stanley Smith Barney	Hartford Life GLB	46,000	5.2%	02/01/11	46,912	N/A ***
Morgan Stanley Smith Barney	JPMorgan Chase	5,000	5.75%	01/02/13	5,332	N/A ***
Morgan Stanley Smith Barney	Merrill Lynch Co	99,000	6.4%	08/28/17	104,186	N/A ***
Morgan Stanley Smith Barney	Merrill Lynch Co	9,000	6.15%	04/25/13	9,631	N/A ***
Morgan Stanley Smith Barney	Metlife Inc	3,000	6.125%	12/01/11	3,225	N/A ***
Morgan Stanley Smith Barney	Shurgard Storage	4,000	5.875%	03/15/13	4,187	N/A ***

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE OF INVESTMENTS AT FAIR VALUE

DECEMBER 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value				Fair Value	Cost
	Corporate Bonds	Quantity	Rate %	Date		
Morgan Stanley Smith Barney	Silicon Valley BK	75,000	5.7%	06/01/12	76,176	N/A ***
Morgan Stanley Smith Barney	Simon Prop Group	22,000	5.1%	06/15/15	21,732	N/A ***
Morgan Stanley Smith Barney	Verizon Comm Inc	43,000	8.75%	11/01/18	53,708	N/A ***
Morgan Stanley Smith Barney	Wachovia Bank NA	55,000	5.6%	03/15/16	56,258	N/A ***
Morgan Stanley Smith Barney	Wachovia Bank NA	60,000	5.5%	05/01/13	63,740	N/A ***
Morgan Stanley Smith Barney	Allied Waste NA	29,000	6.125%	02/15/14	29,504	N/A ***
Morgan Stanley Smith Barney	Altria Group Inc	5,000	7.75%	02/06/14	5,672	N/A ***
Morgan Stanley Smith Barney	Arcelormittal	32,000	5.375%	06/01/13	33,768	N/A ***
Morgan Stanley Smith Barney	Entergy Texas Inc	21,000	7.125%	02/01/19	23,277	N/A ***
Morgan Stanley Smith Barney	GS Capital II	1,000	5.793%	03/05/50	775	N/A ***
Morgan Stanley Smith Barney	JPMorgan Chase	51,000	7.9%	03/05/50	52,604	N/A ***
Morgan Stanley Smith Barney	Metlife Inc	75,000	10.75%	08/01/39	92,357	N/A ***
Morgan Stanley Smith Barney	TCI Comm Inc	26,000	8.75%	08/01/15	30,805	N/A ***
					$1,447,239	
	Common Stocks		Number of Shares			
Morgan Stanley Smith Barney	Goldman Sachs Grp Inc		630		15,901	N/A ***
Morgan Stanley Smith Barney	Nabors Industries Ltd		1,000		21,890	N/A ***
Morgan Stanley Smith Barney	Dryships Inc		2,180		12,688	N/A ***
Morgan Stanley Smith Barney	Eagle Bulk Shipping Inc		110		545	N/A ***
Morgan Stanley Smith Barney	ABB Ltd		2,100		40,110	N/A ***
Morgan Stanley Smith Barney	AK Steel Holding Corp		3,000		64,050	N/A ***
Morgan Stanley Smith Barney	AT & T Inc		3,650		102,310	N/A ***
Morgan Stanley Smith Barney	Agfeed Inds Inc		3,130		15,650	N/A ***
Morgan Stanley Smith Barney	Albany Intl A New		1,500		33,690	N/A ***
Morgan Stanley Smith Barney	Alcoa Inc		1,000		16,120	N/A ***
Morgan Stanley Smith Barney	Allegheny Energy Inc		1,000		23,480	N/A ***
Morgan Stanley Smith Barney	Alpha Natural Resources Inc		43		1,865	N/A ***
Morgan Stanley Smith Barney	American Electric Power Co		1,200		41,748	N/A ***
Morgan Stanley Smith Barney	ARCH Coal Inc		60		1,335	N/A ***
Morgan Stanley Smith Barney	Bucyrus Intl Inc		1,000		56,370	N/A ***
Morgan Stanley Smith Barney	CSX Corp		800		38,792	N/A ***
Morgan Stanley Smith Barney	Centerpoint Energy Inc		1,000		14,510	N/A ***
Morgan Stanley Smith Barney	Century Aluminum Co		2,230		36,104	N/A ***
Morgan Stanley Smith Barney	Chicago Bridge & Iron Co. N.V.		4,500		90,990	N/A ***
Morgan Stanley Smith Barney	China Unicom (Hong Kong) Ltd		1,000		13,110	N/A ***
Morgan Stanley Smith Barney	Cisco Sys Inc		50		1,197	N/A ***
Morgan Stanley Smith Barney	Claymore China Small Cap ETP		1,990		52,397	N/A ***
Morgan Stanley Smith Barney	Cliffs Natural Resources Inc		2,200		101,398	N/A ***
Morgan Stanley Smith Barney	Comcast Corp (New) Class A		1,500		25,290	N/A ***
Morgan Stanley Smith Barney	Concophillips		1,000		51,070	N/A ***
Morgan Stanley Smith Barney	Cons Edison Inc (Hldg Co)		500		22,715	N/A ***

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE OF INVESTMENTS AT FAIR VALUE

DECEMBER 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Number of Shares	Fair Value	Cost
	Common Stocks			
Morgan Stanley Smith Barney	FPL Group Inc	130	6,867	N/A ***
Morgan Stanley Smith Barney	First TR ISE Revere Nat Gas	3,270	57,519	N/A ***
Morgan Stanley Smith Barney	Firstenergy Corp	530	24,619	N/A ***
Morgan Stanley Smith Barney	Ford Motor Co New	2,000	20,000	N/A ***
Morgan Stanley Smith Barney	Freightcar America Inc	2,500	49,575	N/A ***
Morgan Stanley Smith Barney	General Steel HLDGS Inc	1,055	4,653	N/A ***
Morgan Stanley Smith Barney	Halliburton Co	1,000	30,090	N/A ***
Morgan Stanley Smith Barney	Ishares MSCI Brazil Index	1,680	125,345	N/A ***
Morgan Stanley Smith Barney	Ishares MSCI Canada Index FD	1,370	36,072	N/A ***
Morgan Stanley Smith Barney	Ishares S&P 100 Index FD	1,150	59,168	N/A ***
Morgan Stanley Smith Barney	Ishares MSCI Emerging MKTS FD	1,050	43,575	N/A ***
Morgan Stanley Smith Barney	Ishares IBOXX Invest GR COR FD	585	60,928	N/A ***
Morgan Stanley Smith Barney	Ishares S&P GLBL TELECOMM SCTR	1,500	82,020	N/A ***
Morgan Stanley Smith Barney	S&P North AMER NAT RES Sector	2,020	69,306	N/A ***
Morgan Stanley Smith Barney	Ishares S&P Latin AMER 40 IDX	1,060	50,657	N/A ***
Morgan Stanley Smith Barney	Ishares NASDAQ Biotech Fund	760	62,190	N/A ***
Morgan Stanley Smith Barney	Ishares S&P MID CAP 400 Growth	1,910	148,426	N/A ***
Morgan Stanley Smith Barney	Ishares Russell 1000 GR Index	240	11,964	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US TECH Index Fund	1,240	71,350	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US CNSMR Non CYCLCL	1,090	60,528	N/A ***
Morgan Stanley Smith Barney	Ishares S&P PREP STK INDX	830	30,461	N/A ***
Morgan Stanley Smith Barney	Ishares S & P GBL STAP ETF	540	30,569	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US Broker INDX	340	9,564	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US Medical INDX	1,070	56,687	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US Oil & Equipment	1,530	65,821	N/A ***
Morgan Stanley Smith Barney	LINN Energy LLC UTS REP LTD LI	50	1,394	N/A ***
Morgan Stanley Smith Barney	Market Vectors Gold Miners	1,930	89,185	N/A ***
Morgan Stanley Smith Barney	Market Vectors Agribus ETF	1,430	62,620	N/A ***
Morgan Stanley Smith Barney	Market Vectors Brazl SM-CAP	940	46,445	N/A ***
Morgan Stanley Smith Barney	Market Vectors ETF TR Coal	890	32,147	N/A ***
Morgan Stanley Smith Barney	Massey Energy Co	50	2,100	N/A ***
Morgan Stanley Smith Barney	Microsoft Corp	550	16,764	N/A ***
Morgan Stanley Smith Barney	Nalco Holding Company	100	2,551	N/A ***
Morgan Stanley Smith Barney	NATL Grid Transco PLC ADS	1,250	67,975	N/A ***
Morgan Stanley Smith Barney	Natural Gas Services	1,080	20,358	N/A ***
Morgan Stanley Smith Barney	Oil States Intl Inc	1,050	41,254	N/A ***
Morgan Stanley Smith Barney	Powershares ETF Trust Finl	4,120	67,238	N/A ***
Morgan Stanley Smith Barney	Powershares Water RES PTF	1,000	16,860	N/A ***
Morgan Stanley Smith Barney	Powershares Preferred Port	1,810	24,525	N/A ***

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE OF INVESTMENTS AT FAIR VALUE

DECEMBER 31, 2009

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Number of Shares	Fair Value	Cost
		Common Stocks (continued)			
	Morgan Stanley Smith Barney	Powershares Global Clean	1,280	21,325	N/A ***
	Morgan Stanley Smith Barney	Powershares Global Water Port	1,390	25,242	N/A ***
	Morgan Stanley Smith Barney	Powershares Emerging MKTS INFR	940	40,270	N/A ***
	Morgan Stanley Smith Barney	Powershares ETF TR II Build	1,400	34,006	N/A ***
	Morgan Stanley Smith Barney	Rydex S & P Equal Weight ETF	3,230	127,682	N/A ***
	Morgan Stanley Smith Barney	SPDR Gold TR Gold SHS	1,000	107,310	N/A ***
	Morgan Stanley Smith Barney	SPDR S & P Metal & Mining	1,630	84,124	N/A ***
	Morgan Stanley Smith Barney	SPDR S & P Dividend	2,909	134,541	N/A ***
	Morgan Stanley Smith Barney	Materials SEL SECT SPDR FD	1,320	43,547	N/A ***
	Morgan Stanley Smith Barney	Health Care SEL SECT SPDR FD	1,970	61,208	N/A ***
	Morgan Stanley Smith Barney	Energy SEL SECT SPDR FD	1,230	70,122	N/A ***
	Morgan Stanley Smith Barney	The Financial SEL SECT SPDR FD	920	13,248	N/A ***
	Morgan Stanley Smith Barney	Industrial SEL SEC SPDR FD	2,650	73,643	N/A ***
	Morgan Stanley Smith Barney	The Technology SEL SEC SPDR FD	2,930	67,185	N/A ***
	Morgan Stanley Smith Barney	Utilities SEL SECT SPDR Fund	3,130	97,093	N/A ***
	Morgan Stanley Smith Barney	Southern Co	30	1,000	N/A ***
	Morgan Stanley Smith Barney	Steel Dynamics Inc	1,750	31,010	N/A ***
	Morgan Stanley Smith Barney	United States Oil Fund	1,770	69,525	N/A ***
	Morgan Stanley Smith Barney	US 12 Month Oil Fund LP	1,670	67,568	N/A ***
	Morgan Stanley Smith Barney	United STS STL CP (New)	1,750	96,460	N/A ***
	Morgan Stanley Smith Barney	Vanguard SM CAP Growth ETF	1,140	68,252	N/A ***
	Morgan Stanley Smith Barney	Vanguard SM CAP Value ETF	900	49,032	N/A ***
	Morgan Stanley Smith Barney	Zhongpin Inc	500	7,805	N/A ***
				$4,045,893	
*	Participant loans	Interest rates from 3.25 percent - 9.25 percent		190,003	N/A ***
	TOTAL			$11,863,021	

* Represents a party-in-interest as defined by ERISA.
** Cost information has been omitted for participant-directed investments.

IMPERIAL POOLS, INC. 401(K) PLAN

FORM 5500 – SCHEDULE H, PART IV, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

YEAR ENDED DECEMBER 31, 2009

Identity of Party Involved	Relationship to Plan	Description of Transaction Including Rate of Interest	Amount on Line 4 (a)	Lost Earnings
Imperial Pools, Inc.	Plan Sponsor	Prohibited use of plan Assets due to holding of employee contributions after earliest reasonable date of segregation of assets. The total lost earnings of $3,190 are computed through the date of deposit of the lost earnings to the Plan, and was remitted by the Plan sponsor to the Plan in February 2010	$342,722	$3,190

Employer Identification Number – 14-1493361
Plan Number - 002

See Independent Auditors' Report.

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE OF INVESTMENTS AT FAIR VALUE

DECEMBER 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Fair Value	Cost
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Frontier Trust Company	Sentinel Small Company	72,384	N/A **
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Frontier Trust Company	American Funds 2015	2,560	N/A **
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Frontier Trust Company	American Funds New Economy Fund	229,308	N/A **
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Frontier Trust Company	American Funds SMALLCAP World Fund	969,546	N/A **
Frontier Trust Company	American Funds US Government Securities	1,372,870	N/A **
		$6,179,886	

	Corporate Bonds	Quantity	Rate %	Maturity Date		
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Morgan Stanley Smith Barney	American Express	4,000	5.5%	04/16/13	4,264	N/A **
Morgan Stanley Smith Barney	Bank of America	5,000	6.1%	06/15/17	5,082	N/A **
Morgan Stanley Smith Barney	Bank of America	20,000	7.375%	05/15/14	22,694	N/A ***
Morgan Stanley Smith Barney	Bankers TR NY	10,000	7.5%	11/15/15	10,245	N/A ***
Morgan Stanley Smith Barney	FPL Group CAP Inc	67,000	6.65%	06/15/67	62,645	N/A ***
Morgan Stanley Smith Barney	GE CAP Corp	6,000	5.72%	08/22/11	6,102	N/A ***
Morgan Stanley Smith Barney	GE CAP Corp	5,000	5.9%	05/13/14	5,405	N/A ***
Morgan Stanley Smith Barney	Goldman Sachs	5,000	5.125%	01/15/15	5,254	N/A ***
Morgan Stanley Smith Barney	Goldman Sachs CAP	166,000	6.345%	02/15/34	155,419	N/A ***
Morgan Stanley Smith Barney	Goldman Sachs GP	208,000	5.45%	11/01/12	223,637	N/A ***
Morgan Stanley Smith Barney	Hartford Life GLB	46,000	5.2%	02/01/11	46,912	N/A ***
Morgan Stanley Smith Barney	JPMorgan Chase	5,000	5.75%	01/02/13	5,332	N/A ***
Morgan Stanley Smith Barney	Merrill Lynch Co	99,000	6.4%	08/28/17	104,186	N/A ***
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IMPERIAL POOLS, INC. 401(K) PLAN

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	Corporate Bonds	Quantity	Rate %	Date		
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Morgan Stanley Smith Barney	Simon Prop Group	22,000	5.1%	06/15/15	21,732	N/A ***
Morgan Stanley Smith Barney	Verizon Comm Inc	43,000	8.75%	11/01/18	53,708	N/A ***
Morgan Stanley Smith Barney	Wachovia Bank NA	55,000	5.6%	03/15/16	56,258	N/A ***
Morgan Stanley Smith Barney	Wachovia Bank NA	60,000	5.5%	05/01/13	63,740	N/A ***
Morgan Stanley Smith Barney	Allied Waste NA	29,000	6.125%	02/15/14	29,504	N/A ***
Morgan Stanley Smith Barney	Altria Group Inc	5,000	7.75%	02/06/14	5,672	N/A ***
Morgan Stanley Smith Barney	Arcelormittal	32,000	5.375%	06/01/13	33,768	N/A ***
Morgan Stanley Smith Barney	Entergy Texas Inc	21,000	7.125%	02/01/19	23,277	N/A ***
Morgan Stanley Smith Barney	GS Capital II	1,000	5.793%	03/05/50	775	N/A ***
Morgan Stanley Smith Barney	JPMorgan Chase	51,000	7.9%	03/05/50	52,604	N/A ***
Morgan Stanley Smith Barney	Metlife Inc	75,000	10.75%	08/01/39	92,357	N/A ***
Morgan Stanley Smith Barney	TCI Comm Inc	26,000	8.75%	08/01/15	30,805	N/A ***
					$1,447,239	
	Common Stocks		Number of Shares			
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Morgan Stanley Smith Barney	Nabors Industries Ltd		1,000		21,890	N/A ***
Morgan Stanley Smith Barney	Dryships Inc		2,180		12,688	N/A ***
Morgan Stanley Smith Barney	Eagle Bulk Shipping Inc		110		545	N/A ***
Morgan Stanley Smith Barney	ABB Ltd		2,100		40,110	N/A ***
Morgan Stanley Smith Barney	AK Steel Holding Corp		3,000		64,050	N/A ***
Morgan Stanley Smith Barney	AT & T Inc		3,650		102,310	N/A ***
Morgan Stanley Smith Barney	Agfeed Inds Inc		3,130		15,650	N/A ***
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Morgan Stanley Smith Barney	ARCH Coal Inc		60		1,335	N/A ***
Morgan Stanley Smith Barney	Bucyrus Intl Inc		1,000		56,370	N/A ***
Morgan Stanley Smith Barney	CSX Corp		800		38,792	N/A ***
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Morgan Stanley Smith Barney	Century Aluminum Co		2,230		36,104	N/A ***
Morgan Stanley Smith Barney	Chicago Bridge & Iron Co. N.V.		4,500		90,990	N/A ***
Morgan Stanley Smith Barney	China Unicom (Hong Kong) Ltd		1,000		13,110	N/A ***
Morgan Stanley Smith Barney	Cisco Sys Inc		50		1,197	N/A ***
Morgan Stanley Smith Barney	Claymore China Small Cap ETP		1,990		52,397	N/A ***
Morgan Stanley Smith Barney	Cliffs Natural Resources Inc		2,200		101,398	N/A ***
Morgan Stanley Smith Barney	Comcast Corp (New) Class A		1,500		25,290	N/A ***
Morgan Stanley Smith Barney	Concophillips		1,000		51,070	N/A ***
Morgan Stanley Smith Barney	Cons Edison Inc (Hldg Co)		500		22,715	N/A ***

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE OF INVESTMENTS AT FAIR VALUE

DECEMBER 31, 2009

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	Common Stocks			
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Morgan Stanley Smith Barney	First TR ISE Revere Nat Gas	3,270	57,519	N/A ***
Morgan Stanley Smith Barney	Firstenergy Corp	530	24,619	N/A ***
Morgan Stanley Smith Barney	Ford Motor Co New	2,000	20,000	N/A ***
Morgan Stanley Smith Barney	Freightcar America Inc	2,500	49,575	N/A ***
Morgan Stanley Smith Barney	General Steel HLDGS Inc	1,055	4,653	N/A ***
Morgan Stanley Smith Barney	Halliburton Co	1,000	30,090	N/A ***
Morgan Stanley Smith Barney	Ishares MSCI Brazil Index	1,680	125,345	N/A ***
Morgan Stanley Smith Barney	Ishares MSCI Canada Index FD	1,370	36,072	N/A ***
Morgan Stanley Smith Barney	Ishares S&P 100 Index FD	1,150	59,168	N/A ***
Morgan Stanley Smith Barney	Ishares MSCI Emerging MKTS FD	1,050	43,575	N/A ***
Morgan Stanley Smith Barney	Ishares IBOXX Invest GR COR FD	585	60,928	N/A ***
Morgan Stanley Smith Barney	Ishares S&P GLBL TELECOMM SCTR	1,500	82,020	N/A ***
Morgan Stanley Smith Barney	S&P North AMER NAT RES Sector	2,020	69,306	N/A ***
Morgan Stanley Smith Barney	Ishares S&P Latin AMER 40 IDX	1,060	50,657	N/A ***
Morgan Stanley Smith Barney	Ishares NASDAQ Biotech Fund	760	62,190	N/A ***
Morgan Stanley Smith Barney	Ishares S&P MID CAP 400 Growth	1,910	148,426	N/A ***
Morgan Stanley Smith Barney	Ishares Russell 1000 GR Index	240	11,964	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US TECH Index Fund	1,240	71,350	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US CNSMR Non CYCLCL	1,090	60,528	N/A ***
Morgan Stanley Smith Barney	Ishares S&P PREP STK INDX	830	30,461	N/A ***
Morgan Stanley Smith Barney	Ishares S & P GBL STAP ETF	540	30,569	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US Broker INDX	340	9,564	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US Medical INDX	1,070	56,687	N/A ***
Morgan Stanley Smith Barney	Ishares DJ US Oil & Equipment	1,530	65,821	N/A ***
Morgan Stanley Smith Barney	LINN Energy LLC UTS REP LTD LI	50	1,394	N/A ***
Morgan Stanley Smith Barney	Market Vectors Gold Miners	1,930	89,185	N/A ***
Morgan Stanley Smith Barney	Market Vectors Agribus ETF	1,430	62,620	N/A ***
Morgan Stanley Smith Barney	Market Vectors Brazl SM-CAP	940	46,445	N/A ***
Morgan Stanley Smith Barney	Market Vectors ETF TR Coal	890	32,147	N/A ***
Morgan Stanley Smith Barney	Massey Energy Co	50	2,100	N/A ***
Morgan Stanley Smith Barney	Microsoft Corp	550	16,764	N/A ***
Morgan Stanley Smith Barney	Nalco Holding Company	100	2,551	N/A ***
Morgan Stanley Smith Barney	NATL Grid Transco PLC ADS	1,250	67,975	N/A ***
Morgan Stanley Smith Barney	Natural Gas Services	1,080	20,358	N/A ***
Morgan Stanley Smith Barney	Oil States Intl Inc	1,050	41,254	N/A ***
Morgan Stanley Smith Barney	Powershares ETF Trust Finl	4,120	67,238	N/A ***
Morgan Stanley Smith Barney	Powershares Water RES PTF	1,000	16,860	N/A ***
Morgan Stanley Smith Barney	Powershares Preferred Port	1,810	24,525	N/A ***

IMPERIAL POOLS, INC. 401(K) PLAN

SCHEDULE OF INVESTMENTS AT FAIR VALUE

DECEMBER 31, 2009

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Number of Shares	Fair Value	Cost
		Common Stocks (continued)			
	Morgan Stanley Smith Barney	Powershares Global Clean	1,280	21,325	N/A ***
	Morgan Stanley Smith Barney	Powershares Global Water Port	1,390	25,242	N/A ***
	Morgan Stanley Smith Barney	Powershares Emerging MKTS INFR	940	40,270	N/A ***
	Morgan Stanley Smith Barney	Powershares ETF TR II Build	1,400	34,006	N/A ***
	Morgan Stanley Smith Barney	Rydex S & P Equal Weight ETF	3,230	127,682	N/A ***
	Morgan Stanley Smith Barney	SPDR Gold TR Gold SHS	1,000	107,310	N/A ***
	Morgan Stanley Smith Barney	SPDR S & P Metal & Mining	1,630	84,124	N/A ***
	Morgan Stanley Smith Barney	SPDR S & P Dividend	2,909	134,541	N/A ***
	Morgan Stanley Smith Barney	Materials SEL SECT SPDR FD	1,320	43,547	N/A ***
	Morgan Stanley Smith Barney	Health Care SEL SECT SPDR FD	1,970	61,208	N/A ***
	Morgan Stanley Smith Barney	Energy SEL SECT SPDR FD	1,230	70,122	N/A ***
	Morgan Stanley Smith Barney	The Financial SEL SECT SPDR FD	920	13,248	N/A ***
	Morgan Stanley Smith Barney	Industrial SEL SEC SPDR FD	2,650	73,643	N/A ***
	Morgan Stanley Smith Barney	The Technology SEL SEC SPDR FD	2,930	67,185	N/A ***
	Morgan Stanley Smith Barney	Utilities SEL SECT SPDR Fund	3,130	97,093	N/A ***
	Morgan Stanley Smith Barney	Southern Co	30	1,000	N/A ***
	Morgan Stanley Smith Barney	Steel Dynamics Inc	1,750	31,010	N/A ***
	Morgan Stanley Smith Barney	United States Oil Fund	1,770	69,525	N/A ***
	Morgan Stanley Smith Barney	US 12 Month Oil Fund LP	1,670	67,568	N/A ***
	Morgan Stanley Smith Barney	United STS STL CP (New)	1,750	96,460	N/A ***
	Morgan Stanley Smith Barney	Vanguard SM CAP Growth ETF	1,140	68,252	N/A ***
	Morgan Stanley Smith Barney	Vanguard SM CAP Value ETF	900	49,032	N/A ***
	Morgan Stanley Smith Barney	Zhongpin Inc	500	7,805	N/A ***
				$4,045,893	
*	Participant loans	Interest rates from 3.25 percent - 9.25 percent		190,003	N/A ***
	TOTAL			$11,863,021	

* Represents a party-in-interest as defined by ERISA.
** Cost information has been omitted for participant-directed investments.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 IMPERIAL POOLS, INC. 401(k) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/31/1972

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
IMPERIAL POOLS, INC.

33 WADE ROAD

LATHAM NY 12110

2b Employer Identification Number (EIN) 14-1493361

2c Sponsor's telephone number (518)786-1200

2d Business code (see instructions) 424990

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	William Churchman	3/21/11	William Churchman
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	William Churchman	3/21/11	William Churchman
	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") SAME	**3b** Administrator's EIN **3c** Administrator's telephone number

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**	264
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**	190
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	62
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	252
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	252
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	219
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	15
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:

2A 2E 2F 2G 2J 2K 2R 2T 3D 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)	**9b** Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	**(1)** [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	**(2)** [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	**(3)** [X] Trust
(4) [ ] General assets of the sponsor	**(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	**b General Schedules**
(1) [X] **R** (Retirement Plan Information)	**(1)** [X] **H** (Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)** [ ] **I** (Financial Information – Small Plan) **(3)** [ ] ___ **A** (Insurance Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(4)** [X] **C** (Service Provider Information) **(5)** [ ] **D** (DFE/Participating Plan Information) **(6)** [ ] **G** (Financial Transaction Schedules)

Attachment to 2009 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name IMPERIAL POOLS, INC. 401(k) PLAN **EIN:** 14-1493361
Plan Sponsor's Name IMPERIAL POOLS, INC. **PN:** 002

	Total that Constitute Nonexempt Prohibitied Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: [X]	0	342,722	0	0