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
CHARTER FILMS, INC. 401(K) SAVINGS PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1991

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

1901 WINTER ST
SUPERIOR, WI 54880-1432

2b Employer Identification Number (EIN) 39-1943864

2c Sponsor's telephone number 715-395-8258

2d Business code (see instructions) 339900

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.	04/14/2011	PAUL MAKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/14/2011	PAUL MAKI
	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")
CHARTER FILMS, INC.

1901 WINTER ST
SUPERIOR, WI 54880-1432

3b Administrator's EIN
39-1943864

3c Administrator's telephone number
715-395-8258

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**	127
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**	127
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	10
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	137
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	137
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	130
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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
CHARTER FILMS, INC. 401(K) SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
39-1943864

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)

FIRST NATIONAL BANK OF OMAHA

47-0259043

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	7299	Yes [X] No [ ]	Yes [X] No [ ]	4198	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
CHARTER FILMS, INC. 401(K) SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
39-1943864

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		5033
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	152212	216671
(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)		592153
(B) Common	1c(4)(B)		319256
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	935576	2300632
(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	1087788	3433745
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		1698
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	1698
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1087788	3432047

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)	348172	
	(B) Participants	2a(1)(B)	373487	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		721659
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	529	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		529
	(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)	51548	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		51548
	(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)		384947
c Other income	2c		245775
d Total income. Add all **income** amounts in column (b) and enter total	2d		1404458
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	54775	
(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)		54775
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)		
(4) Other	2i(4)	11399	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		11399
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		66174
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1338284
l Transfers of assets:			
(1) To this plan	2l(1)		1005975
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: HANCOCK & DANA, PC **(2)** EIN: 47-0710889

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
CHARTER FILMS, INC. 401(K) SAVINGS PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
39-1943864

Part I Distributions

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

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

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

EIN(s): 23-3060382

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):

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2009 AND 2008 (UNAUDITED)

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

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Note: Schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

HANCOCK & DANA PC
ACCOUNTANTS & CONSULTANTS
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SUITE 100
OMAHA, NEBRASKA 68154-2155
(402) 391-1065 FAX (402) 334-9498

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
the Charter Films, Inc.
401(k) Savings Plan and Trust

We were engaged to audit the financial statements of Charter Films, Inc. 401(k) Savings Plan and Trust as of December 31, 2009 and for the year then ended, and the supplemental schedules as of and for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by First National Bank, the trustee of the Plan, except for comparing the 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 and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplemental schedules taken as a whole. The form and content of the information included in the 2009 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.

We have compiled the accompanying statement of net assets available for benefits of Charter Films, Inc. 401(k) Savings Plan and Trust as of December 31, 2008, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of the Plan's management. We have not audited or reviewed the accompanying 2008 statement of net assets available for benefits and, accordingly, do not express an opinion or any other form of assurance on it.

HANCOCK & DANA PC

Hancock & Dana PC

Omaha, Nebraska
January 24, 2011

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008 (UNAUDITED)

	2009	(UNAUDITED) 2008
ASSETS		
Investments at fair value (Notes C, D, E and H)	$ 3,428,712	$ 1,087,788
Dividends receivable	5,033	-
Total assets	3,433,745	1,087,788
LIABILITIES		
Accrued administrative expenses	1,698	-
Total liabilities	1,698	-
NET ASSETS AVAILABLE FOR BENEFITS	**$ 3,432,047**	**$ 1,087,788**

See notes to financial statements.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2009

ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Contributions		
Employer	$	348,172
Participants		373,487
Total contributions		721,659
Investment income		
Net appreciation in fair value of investments (Note D)		630,722
Interest		529
Dividends		51,548
Total investment income (Note D)		682,799
Total Additions		1,404,458
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants		54,775
Administrative expenses (Note H)		11,399
Total Deductions		66,174
NET INCREASE		**1,338,284**
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		**1,087,788**
TRANSFER FROM CHARTER FILMS, INC. MONEY PURCHASE PLAN (Note E)		**1,005,975**
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	**3,432,047**

See notes to financial statements.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008 (UNAUDITED)

NOTE A – PLAN DESCRIPTION

The following description of the Charter Films, Inc. 401(k) Savings Plan and Trust provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

PLAN MERGER – On May 1, 2009, the net assets of the Charter Films, Inc. Money Purchase Plan were transferred to the Charter Films, Inc. 401(k) Savings Plan and Trust in connection with a merger of the two plans. Accordingly, the accompanying statement of changes in net assets available for benefits includes the changes in net assets of the Money Purchase Plan for the period from May 1, 2009 through December 31, 2009.

The net assets transferred from the Money Purchase Plan on May 1, 2009 consisted of the following:

Common stocks	$ 168,575
Registered investment companies	636,902
Investments in publicly traded limited partnerships	198,578
Dividends receivable	1,920
Total (see Note E)	$ 1,005,975

GENERAL – The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees are eligible to participate in the Plan and make elective contributions after attaining age 18 and completing six months of service, as defined. Employees are eligible to participate in nonelective contributions by the employer after attaining age 18 and completing one year of service, as defined. Employees are also eligible to receive employer safe harbor contributions after attaining age 18 and completing six months of service, as defined. Union employees and certain nonresident aliens are not eligible to participate in the Plan.

CONTRIBUTIONS – Upon reaching eligibility, employees are automatically enrolled in the Plan at 3% of eligible compensation unless an election is made to waive enrollment. Participants may contribute up to the federal statutory maximum of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers seven portfolio investments and sixteen registered investment companies as investment options for participant contributions. Eligible employees receive a safe harbor contribution from the employer equal to 3% of the participant's compensation, as defined. Additional nonelective contributions may be made at the option of the employer and are invested in a portfolio of investments as directed by the employer. Nonelective contributions are allocated to participants based on compensation. The employer made a discretionary nonelective contribution to the Plan of 3% in 2009.

NOTE A – PLAN DESCRIPTION – Continued

PARTICIPANT ACCOUNTS – Each participant in the Plan has an individual account balance representing their interest in the Plan. Each participant's account is credited with the participant's contributions and an allocation of the employer contributions and Plan earnings or losses. Participant accounts are charged with an allocation of administrative expenses. Allocations of Plan earnings or losses and administrative expenses are based on participant 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 and employer safe harbor contributions plus actual earnings thereon. Vesting in the employer discretionary and nonelective contributions plus actual earnings thereon is based on credited years of service, as defined. A participant is 100% vested after six years of credited service.

FORFEITURES – Upon a participant's termination of employment before normal retirement, disability, or death, the portion of their discretionary and nonelective employer contributions not then vested shall be forfeited. The forfeited portion of any participant's account will be allocated to eligible participants based on compensation. Forfeitures amounted to $4,945 for the year ended December 31, 2009. Forfeitures available for reallocation to eligible participants were $5,397 at December 31, 2009.

PARTICIPANT LOANS – The Plan does not provide for loans to participants.

PAYMENT OF BENEFITS – Upon termination of service, due to death, disability, retirement or for other reasons, a participant may receive either a lump-sum or installment payments equal to the value of his or her vested account balance. Benefits are recorded when paid. Those participants that have account balances of $5,000 or more upon termination may elect to leave their balances in the Plan.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is set forth below.

BASIS OF ACCOUNTING – The Plan's policy is to prepare its financial statements on the accrual basis of accounting.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

USE OF ESTIMATES – The preparation of financial statements requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

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

OTHER – Audit fees and certain other administrative expenses are paid by the Plan. Certain administrative functions are performed by officers or employees of the Plan sponsor. No such officer or employee receives compensation from the Plan.

SUBSEQUENT EVENTS – The Plan has evaluated subsequent events through January 24, 2011, the date the financial statements were available to be issued.

NOTE C – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, 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.

NOTE C – FAIR VALUE MEASUREMENTS – Continued

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 measurement.

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

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

Common Stocks and Investments in Publicly Traded Limited Partnerships: Valued at the closing price reported on the active market on which the investments are traded.

Registered Investment Companies: Valued at the net asset value (NAV) of shares held by the Plan at year end.

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 C – 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 and 2008	
	2009 Level 1	2008 Level 1
Common Stocks:		
Basic materials	$ 205,400	$ -
Energy	95,960	-
Financial	51,775	-
Industrial goods	43,868	-
Technology	49,980	-
Utilities	145,170	-
Total common stocks	592,153	-
Registered Investment Companies:		
Money market funds	216,671	152,212
Growth funds	546,457	252,765
Value funds	374,026	209,705
Blended funds	600,152	302,535
Bond funds	639,202	152,375
Sector funds	42,306	18,196
Exchange traded funds	98,489	-
Total registered investment companies	2,517,303	1,087,788
Investments in publicly traded limited partnerships	319,256	-
	$ 3,428,712	$ 1,087,788

NOTE D – CERTIFIED INFORMATION

First National Bank, the trustee of the Plan, holds the Plan's investment assets and executes transactions therein. Financial information relating to those assets is included in the accompanying financial statements based on information provided by the trustee. The following information has been certified by First National Bank as being complete and accurate and the plan administrator has elected to use this information without audit: Investments of $3,428,712 at December 31, 2009; investment income of $682,799 for the year ended December 31, 2009; assets held at December 31, 2009; and reportable transactions for the year ended December 31, 2009.

NOTE D – CERTIFIED INFORMATION – Continued

The following table presents the fair value of investments at December 31, 2009 and 2008 that represent 5 percent or more of the Plan's net assets available for benefits.

	2009	2008
American Century Large Company Value Fund	$ n/a	$ 75,809
Fidelity Advisor Equity Growth Fund	228,933	119,833
First Focus Core Equity Fund	n/a	70,592
First Focus Small Companies Fund	n/a	76,825
First Focus Short/Intermediate Bond Fund	349,393*	n/a
Janus Adviser International Growth Fund	n/a	69,124
T. Rowe Price Mid Cap Value Fund	n/a	92,556
Vanguard 500 Index Fund	205,809	110,360
Pimco Total Return Fund	197,410	111,131
Goldman Sachs Financial Square Money Market Fund	182,574	152,212

*Nonparticipant-directed

The Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated in value by $630,722 as follows:

Common stocks	$ 220,137
Registered investment companies	384,947
Investments in publicly traded limited partnerships	25,638
	$ 630,722

NOTE E – NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	2009	2008
Net Assets:		
Common stocks	$ 592,153	$ -
Registered investment companies	481,978	-
Investments in publicly traded limited partnerships	319,256	-
Dividends receivable	5,033	-
	$ 1,398,420	$ -

NOTE E – NONPARTICIPANT-DIRECTED INVESTMENTS – Continued

	Year ended December 31, 2009
Changes in Net Assets:	
Transfer in from Money Purchase Plan (see Note A)	$ 1,005,975
Contributions	3,728
Dividends	31,792
Net appreciation	244,246
Benefit payments	(6,599)
Expenses	(1,867)
Transfers from participant-directed investments	121,145
	$ 1,398,420

NOTE F – TAX STATUS

The employer has adopted a nonstandardized prototype plan sponsored by First National Bank. The Internal Revenue Service has informed First National Bank by a letter dated March 31, 2008 that the form of the Plan is acceptable under section 401 of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE G – PLAN TERMINATION

Although it has not expressed any intent to do so, the employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE H – RELATED PARTY TRANSACTIONS

Plan investments, consisting of registered investment companies with fair values of $734,066 and $189,143 at December 31, 2009 and 2008, respectively, are managed by an investment group affiliated with First National Bank. Fees paid by the Plan to First National Bank, which are included in administrative expenses, amounted to $9,799 for the year ended December 31, 2009. First National Bank is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008 (UNAUDITED)

NOTE I – RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULES

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

Schedule I

EMPLOYER #39-1943864

PLAN #002

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

12/31/09

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	American Century Large Company Value Fund	Registered Investment Company	**	$ 114,812
	American Century Small Cap Growth Fund	Registered Investment Company	**	30,551
	Fidelity Advisor Equity Growth Fund	Registered Investment Company	**	228,933
	Janus Overseas Fund	Registered Investment Company	**	167,839
	Fidelity Advisor Mid Cap Fund	Registered Investment Company	**	119,133
*	First Focus Core Equity Fund	Registered Investment Company	**	149,884
*	First Focus International Fund	Registered Investment Company	**	87,700
*	First Focus Small Companies Fund	Registered Investment Company	**	147,089
	T. Rowe Price Global Technology Fund	Registered Investment Company	**	42,306
	T. Rowe Price Mid Cap Value Fund	Registered Investment Company	**	169,848
	Templeton Foreign Fund	Registered Investment Company	**	89,367
	Thornburg International Value Fund	Registered Investment Company	**	9,671
	Vanguard 500 Index Fund	Registered Investment Company	**	205,809
	Pimco Total Return Fund	Registered Investment Company	**	197,410
	Goldman Sachs Short Duration Government Fund	Registered Investment Company	**	92,399
	Goldman Sachs Financial Square Money Market Fund	Registered Investment Company	**	182,574
		Total Participant-Directed Investments		$ 2,035,325

** Cost information is not required for assets held in participant-directed accounts.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

Schedule I

EMPLOYER #39-1943864

PLAN #002

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

12/31/09

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Allete Inc.	Common Stock	$ 99,153	$ 95,589
	Cliffs Natural Resources Inc.	Common Stock	52,606	55,308
	Diamond Offshore Drilling Inc.	Common Stock	99,191	95,959
	Freeport-McMoran Copper & Gold	Common Stock	100,983	100,362
	Intel Corportion	Common Stock	49,611	49,980
	Manitowoc Co Inc.	Common Stock	49,628	43,868
	Marshall & Ilsley Corp.	Common Stock	52,151	51,775
	NRG Energy Inc.	Common Stock	51,105	49,581
	Peabody Energy Corp	Common Stock	50,341	49,731
	Utilities Select Sector SPDR Fund	Registered Investment Company	100,072	98,488
*	First Focus Short/Intermediate Bond Fund	Registered Investment Company	351,246	349,393
	Enbridge Energy Partners LP	Limited Partnership	95,865	107,380
	Enterprise Products Partners LP	Limited Partnership	97,896	105,161
	Kinder Morgan Energy Partners LP	Limted Partnership	99,270	106,715
	Goldman Sachs Financial Square Prime Obligation	Registered Investment Company	34,097	34,097
		Total Nonparticipant-Directed Investments	$ 1,383,215	$ 1,393,387
		Total Investments		$ 3,428,712

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE II

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
Schedule of Reportable Transactions
Single Security Transactions

12/31/09

(a) Identity of Party Involved	(b) Description of Asset	(c) Total Purchases	(d) Total Sales	(f) Expense Incurred with Transaction	(g) Cost of Assets	(h) Current Value of Assets on Transaction Date	(i) Net Gain or (Loss)
n/a	Allete Inc.	$ 101,452	-	-	101,452	101,452	-
n/a	Allete Inc.	-	162,159	-	136,653	162,159	25,506
n/a	Berkshire Hathaway Inc.	-	180,542	-	168,575	180,542	11,967
n/a	Enbridge Energy Partners LP	-	322,966	-	273,426	322,966	49,540
n/a	Enbridge Energy Partners LP	74,848	-	-	74,848	74,848	-
n/a	Enbridge Energy Partners LP	95,865	-	-	95,865	95,865	-
n/a	First Focus International Fund	-	134,251	-	97,812	134,251	36,439
n/a	First Focus Small Companies Fund	-	125,527	-	98,186	125,527	27,341
n/a	First Focus Core Equity Fund	-	120,043	-	106,214	120,043	13,829
n/a	First Focus Income Fund	161,500	-	-	161,500	161,500	-
n/a	First Focus Income Fund	225,000	-	-	225,000	225,000	-
n/a	First Focus Income Fund	60,000	-	-	60,000	60,000	-
n/a	First Focus Income Fund	-	466,848	-	454,558	466,848	12,290
n/a	First Focus Short/Intermediate Bond Fund	161,500	-	-	161,500	161,500	-
n/a	First Focus Short/Intermediate Bond Fund	225,000	-	-	225,000	225,000	-
n/a	First Focus Short/Intermediate Bond Fund	60,000	-	-	60,000	60,000	-
n/a	First Focus Short/Intermediate Bond Fund	-	459,849	-	450,451	459,849	9,398
n/a	First Focus Short/Intermediate Bond Fund	350,000	-	-	350,000	350,000	-
n/a	Freeport-McMoran Copper & Gold	50,567	-	-	50,567	50,567	-
n/a	Goldman Sachs Fin Square Prime Obligation	322,966	-	-	322,966	322,966	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	323,000	-	323,000	323,000	-
n/a	Goldman Sachs Fin Square Prime Obligation	133,074	-	-	133,074	133,074	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	152,111	-	152,111	152,111	-
n/a	Goldman Sachs Fin Square Prime Obligation	459,849	-	-	459,849	459,849	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	504,223	-	504,223	504,223	-

NOTE: Column E, "Lease Rental", is not applicable.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE II

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
Schedule of Reportable Transactions
Single Security Transactions

12/31/09

(a)	(b)	(c)	(d)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Total Purchases	Total Sales	Expense Incurred with Transaction	Cost of Assets	Current Value of Assets on Transaction Date	Net Gain or (Loss)
n/a	Goldman Sachs Fin Square Prime Obligation	251,099	-	-	251,099	251,099	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	249,864	-	249,864	249,864	-
n/a	Ishares Goldman Sach Natural Fund	-	71,144	-	65,792	71,144	5,352
n/a	Kinder Morgan Energy Partners LP	99,269	-	-	99,269	99,269	-
n/a	Materials Select Sector SPDR Index Fund	-	70,471	-	66,999	70,471	3,472
n/a	Financial Select Sector SPDR Fund	-	92,260	-	64,702	92,260	27,558
n/a	Technology Select Sector SPDR Fund	-	65,190	-	63,566	65,190	1,624
n/a	Utilities Select Sector SPDR Fund	-	97,708	-	87,975	97,708	9,733
n/a	Utilities Select Sector SPDR Fund	100,072	-	-	100,072	100,072	-
n/a	Teppco Partners LP	98,483	-	-	98,483	98,483	-

NOTE: Column E, "Lease Rental", is not applicable.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE II

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
Schedule of Reportable Transactions
Series of Transactions - Same Security

12/31/09

(a) Identity of Party Involved	(b) Description of Asset	(c) Total Purchases	(d) Total Sales	(f) Expense Incurred with Transaction	(g) Cost of Assets	(h) Current Value of Assets on Transaction Date	(i) Net Gain or (Loss)
n/a	Allete Inc.	$ 235,808	-	-	235,808	235,808	-
n/a	Allete Inc.	-	162,159	-	136,653	162,159	25,506
n/a	Berkshire Hathaway Inc.	-	180,542	-	168,575	180,542	11,967
n/a	Diamond Offshore Drilling Inc.	99,191	-	-	99,191	99,191	-
n/a	Enridge Energy Partners LP	170,713	-	-	170,713	170,713	-
n/a	Enridge Energy Partners LP	-	322,966	-	273,426	322,966	49,540
n/a	First Focus International Fund	-	134,251	-	97,812	134,251	36,439
n/a	First Focus Small Companies Fund	-	125,527	-	98,186	125,527	27,341
n/a	First Focus Core Equity Fund	-	120,043	-	106,214	120,043	13,829
n/a	First Focus Income Fund	454,534	-	-	454,534	454,534	-
n/a	First Focus Income Fund	-	466,848	-	454,558	466,848	12,290
n/a	First Focus Short/Intermediate Bond Fund	801,121	-	-	801,121	801,121	-
n/a	First Focus Short/Intermediate Bond Fund	-	459,849	-	450,451	459,849	9,398
n/a	Freeport-McMoran Copper & Gold	100,983	-	-	100,983	100,983	-
n/a	Goldman Sachs Fin Square PR Obl	1,334,562	-	-	1,334,562	1,334,562	-
n/a	Goldman Sachs Fin Square PR Obl	-	1,308,941	-	1,308,941	1,308,941	-
n/a	Ishares Goldman Sach Natural Fund	-	71,144	-	65,792	71,144	5,352
n/a	Kinder Morgan Energy Partners LP	99,269	-	-	99,269	99,269	-
n/a	Materials Select Sector SPDR Index Fund	-	70,471	-	66,999	70,471	3,472
n/a	Financial Select Sector SPDR Fund	-	92,260	-	64,702	92,260	27,558
n/a	Technology Select Sector SPDR Fund	-	65,190	-	63,566	65,190	1,624
n/a	Utilities Select Sector SPDR Fund	124,197	-	-	124,197	124,197	-
n/a	Utilities Select Sector SPDR Fund	-	97,708	-	87,975	97,708	9,733
n/a	Teppco Partners LP	98,483	-	-	98,483	98,483	-

NOTE: Column E, "Lease Rental", is not applicable.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

Schedule I

EMPLOYER #39-1943864

PLAN #002

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

12/31/09

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	American Century Large Company Value Fund	Registered Investment Company	**	$ 114,812
	American Century Small Cap Growth Fund	Registered Investment Company	**	30,551
	Fidelity Advisor Equity Growth Fund	Registered Investment Company	**	228,933
	Janus Overseas Fund	Registered Investment Company	**	167,839
	Fidelity Advisor Mid Cap Fund	Registered Investment Company	**	119,133
*	First Focus Core Equity Fund	Registered Investment Company	**	149,884
*	First Focus International Fund	Registered Investment Company	**	87,700
*	First Focus Small Companies Fund	Registered Investment Company	**	147,089
	T. Rowe Price Global Technology Fund	Registered Investment Company	**	42,306
	T. Rowe Price Mid Cap Value Fund	Registered Investment Company	**	169,848
	Templeton Foreign Fund	Registered Investment Company	**	89,367
	Thornburg International Value Fund	Registered Investment Company	**	9,671
	Vanguard 500 Index Fund	Registered Investment Company	**	205,809
	Pimco Total Return Fund	Registered Investment Company	**	197,410
	Goldman Sachs Short Duration Government Fund	Registered Investment Company	**	92,399
	Goldman Sachs Financial Square Money Market Fund	Registered Investment Company	**	182,574
		Total Participant-Directed Investments		$ 2,035,325

** Cost information is not required for assets held in participant-directed accounts.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

Schedule I

EMPLOYER #39-1943864

PLAN #002

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

12/31/09

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Allete Inc.	Common Stock	$ 99,153	$ 95,589
	Cliffs Natural Resources Inc.	Common Stock	52,606	55,308
	Diamond Offshore Drilling Inc.	Common Stock	99,191	95,959
	Freeport-McMoran Copper & Gold	Common Stock	100,983	100,362
	Intel Corportion	Common Stock	49,611	49,980
	Manitowoc Co Inc.	Common Stock	49,628	43,868
	Marshall & Ilsley Corp.	Common Stock	52,151	51,775
	NRG Energy Inc.	Common Stock	51,105	49,581
	Peabody Energy Corp	Common Stock	50,341	49,731
	Utilities Select Sector SPDR Fund	Registered Investment Company	100,072	98,488
*	First Focus Short/Intermediate Bond Fund	Registered Investment Company	351,246	349,393
	Enbridge Energy Partners LP	Limited Partnership	95,865	107,380
	Enterprise Products Partners LP	Limited Partnership	97,896	105,161
	Kinder Morgan Energy Partners LP	Limted Partnership	99,270	106,715
	Goldman Sachs Financial Square Prime Obligation	Registered Investment Company	34,097	34,097
		Total Nonparticipant-Directed Investments	$ 1,383,215	$ 1,393,387
		Total Investments		$ 3,428,712

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE II

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
Schedule of Reportable Transactions
Single Security Transactions

12/31/09

(a) Identity of Party Involved	(b) Description of Asset	(c) Total Purchases	(d) Total Sales	(f) Expense Incurred with Transaction	(g) Cost of Assets	(h) Current Value of Assets on Transaction Date	(i) Net Gain or (Loss)
n/a	Allete Inc.	$ 101,452	-	-	101,452	101,452	-
n/a	Allete Inc.	-	162,159	-	136,653	162,159	25,506
n/a	Berkshire Hathaway Inc.	-	180,542	-	168,575	180,542	11,967
n/a	Enbridge Energy Partners LP	-	322,966	-	273,426	322,966	49,540
n/a	Enbridge Energy Partners LP	74,848	-	-	74,848	74,848	-
n/a	Enbridge Energy Partners LP	95,865	-	-	95,865	95,865	-
n/a	First Focus International Fund	-	134,251	-	97,812	134,251	36,439
n/a	First Focus Small Companies Fund	-	125,527	-	98,186	125,527	27,341
n/a	First Focus Core Equity Fund	-	120,043	-	106,214	120,043	13,829
n/a	First Focus Income Fund	161,500	-	-	161,500	161,500	-
n/a	First Focus Income Fund	225,000	-	-	225,000	225,000	-
n/a	First Focus Income Fund	60,000	-	-	60,000	60,000	-
n/a	First Focus Income Fund	-	466,848	-	454,558	466,848	12,290
n/a	First Focus Short/Intermediate Bond Fund	161,500	-	-	161,500	161,500	-
n/a	First Focus Short/Intermediate Bond Fund	225,000	-	-	225,000	225,000	-
n/a	First Focus Short/Intermediate Bond Fund	60,000	-	-	60,000	60,000	-
n/a	First Focus Short/Intermediate Bond Fund	-	459,849	-	450,451	459,849	9,398
n/a	First Focus Short/Intermediate Bond Fund	350,000	-	-	350,000	350,000	-
n/a	Freeport-McMoran Copper & Gold	50,567	-	-	50,567	50,567	-
n/a	Goldman Sachs Fin Square Prime Obligation	322,966	-	-	322,966	322,966	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	323,000	-	323,000	323,000	-
n/a	Goldman Sachs Fin Square Prime Obligation	133,074	-	-	133,074	133,074	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	152,111	-	152,111	152,111	-
n/a	Goldman Sachs Fin Square Prime Obligation	459,849	-	-	459,849	459,849	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	504,223	-	504,223	504,223	-

NOTE: Column E, "Lease Rental", is not applicable.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE II

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
Schedule of Reportable Transactions
Single Security Transactions

12/31/09

(a)	(b)	(c)	(d)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Total Purchases	Total Sales	Expense Incurred with Transaction	Cost of Assets	Current Value of Assets on Transaction Date	Net Gain or (Loss)
n/a	Goldman Sachs Fin Square Prime Obligation	251,099	-	-	251,099	251,099	-
n/a	Goldman Sachs Fin Square Prime Obligation	-	249,864	-	249,864	249,864	-
n/a	Ishares Goldman Sach Natural Fund	-	71,144	-	65,792	71,144	5,352
n/a	Kinder Morgan Energy Partners LP	99,269	-	-	99,269	99,269	-
n/a	Materials Select Sector SPDR Index Fund	-	70,471	-	66,999	70,471	3,472
n/a	Financial Select Sector SPDR Fund	-	92,260	-	64,702	92,260	27,558
n/a	Technology Select Sector SPDR Fund	-	65,190	-	63,566	65,190	1,624
n/a	Utilities Select Sector SPDR Fund	-	97,708	-	87,975	97,708	9,733
n/a	Utilities Select Sector SPDR Fund	100,072	-	-	100,072	100,072	-
n/a	Teppco Partners LP	98,483	-	-	98,483	98,483	-

NOTE: Column E, "Lease Rental", is not applicable.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE II

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
Schedule of Reportable Transactions
Series of Transactions - Same Security

12/31/09

(a) Identity of Party Involved	(b) Description of Asset	(c) Total Purchases	(d) Total Sales	(f) Expense Incurred with Transaction	(g) Cost of Assets	(h) Current Value of Assets on Transaction Date	(i) Net Gain or (Loss)
n/a	Allete Inc.	$ 235,808	-	-	235,808	235,808	-
n/a	Allete Inc.	-	162,159	-	136,653	162,159	25,506
n/a	Berkshire Hathaway Inc.	-	180,542	-	168,575	180,542	11,967
n/a	Diamond Offshore Drilling Inc.	99,191	-	-	99,191	99,191	-
n/a	Enridge Energy Partners LP	170,713	-	-	170,713	170,713	-
n/a	Enridge Energy Partners LP	-	322,966	-	273,426	322,966	49,540
n/a	First Focus International Fund	-	134,251	-	97,812	134,251	36,439
n/a	First Focus Small Companies Fund	-	125,527	-	98,186	125,527	27,341
n/a	First Focus Core Equity Fund	-	120,043	-	106,214	120,043	13,829
n/a	First Focus Income Fund	454,534	-	-	454,534	454,534	-
n/a	First Focus Income Fund	-	466,848	-	454,558	466,848	12,290
n/a	First Focus Short/Intermediate Bond Fund	801,121	-	-	801,121	801,121	-
n/a	First Focus Short/Intermediate Bond Fund	-	459,849	-	450,451	459,849	9,398
n/a	Freeport-McMoran Copper & Gold	100,983	-	-	100,983	100,983	-
n/a	Goldman Sachs Fin Square PR Obl	1,334,562	-	-	1,334,562	1,334,562	-
n/a	Goldman Sachs Fin Square PR Obl	-	1,308,941	-	1,308,941	1,308,941	-
n/a	Ishares Goldman Sach Natural Fund	-	71,144	-	65,792	71,144	5,352
n/a	Kinder Morgan Energy Partners LP	99,269	-	-	99,269	99,269	-
n/a	Materials Select Sector SPDR Index Fund	-	70,471	-	66,999	70,471	3,472
n/a	Financial Select Sector SPDR Fund	-	92,260	-	64,702	92,260	27,558
n/a	Technology Select Sector SPDR Fund	-	65,190	-	63,566	65,190	1,624
n/a	Utilities Select Sector SPDR Fund	124,197	-	-	124,197	124,197	-
n/a	Utilities Select Sector SPDR Fund	-	97,708	-	87,975	97,708	9,733
n/a	Teppco Partners LP	98,483	-	-	98,483	98,483	-

NOTE: Column E, "Lease Rental", is not applicable.