

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
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 04/01/2007 and ending 03/31/2008	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan BETTS USA INC. 401 (K) / PROFIT SHARING RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 12/01/1998
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) BETTS USA INC. 7850 FOUNDATION DRIVE FLORENCE, KY 41042	2b Employer Identification Number (EIN) 55-0309920 2c Sponsor's telephone number 859-342-3818 2d Business code (see instructions) 326100

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.	05/12/2011	SUSAN COBB
	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") BETTS USA INC. 7850 FOUNDATION DRIVE FLORENCE, KY 41042	3b Administrator's EIN 55-0309920 3c Administrator's telephone number 859-342-3818
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	216
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	129
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	68
d Subtotal. Add lines 6a , 6b , and 6c	6d	197
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	197
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	170
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6
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 2K 3E

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

a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <u>04/01/2007</u> and ending <u>03/31/2008</u>		
A Name of plan <u>BETTS USA INC. 401 (K) / PROFIT SHARING RETIREMENT PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BETTS USA INC.</u>		D Employer Identification Number (EIN) <u>55-0309920</u>

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)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	295301	288606
(9) Value of interest in common/collective trusts.....	1c(9)	1612955	1428290
(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)	3849612	3457020
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(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	5757868	5173916

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5757868	5173916
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	9933	
(B) Participants	2a(1)(B)	226305	
(C) Others (including rollovers)	2a(1)(C)	21511	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		257749
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	24289	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		24289
(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)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1768
(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)		9597
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		293403

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	873619	
(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)		873619
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		1522
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)	2214	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2214
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		877355

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-583952
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) ☒ 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: VONLEHMAN & COMPANY

(2) EIN: 31-0905417

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	X		20276
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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

For calendar plan year 2009 or fiscal plan year beginning 04/01/2007 and ending 03/31/2008

A Name of plan <u>BETTS USA INC. 401 (K) / PROFIT SHARING RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BETTS USA INC.</u>	D Employer Identification Number (EIN) <u>55-0309920</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



INDEPENDENT AUDITORS' REPORT

To the Committee Members
Betts USA Inc.
401(k) Profit Sharing Plan
Florence, Kentucky

We were engaged to audit the financial statements of Betts USA Inc. 401(k) Profit Sharing Plan as of March 31, 2008 and 2007 and for the years then ended, and the supplemental schedules as of March 31, 2008 and 2007 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental 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 3, which was certified by Fidelity Management Trust Company, 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 years ended March 31, 2008 and 2007 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 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 U.S. generally accepted auditing standards 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.

VonLehman & Company Inc.

Fort Mitchell, Kentucky
January 15, 2009

BETTS USA INC.
401(k) PROFIT SHARING PLAN
March 31, 2008

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

BETTS USA INC.
401(k) PROFIT SHARING PLAN
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INDEPENDENT AUDITORS' REPORT

To the Committee Members
Betts USA Inc.
401(k) Profit Sharing Plan
Florence, Kentucky

We were engaged to audit the financial statements of Betts USA Inc. 401(k) Profit Sharing Plan as of March 31, 2008 and 2007 and for the years then ended, and the supplemental schedules as of March 31, 2008 and 2007 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental 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 3, which was certified by Fidelity Management Trust Company, 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 years ended March 31, 2008 and 2007 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 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 U.S. generally accepted auditing standards 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.

VonLehman & Company Inc.

Fort Mitchell, Kentucky
January 15, 2009

BETTS USA INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	March 31,	
	2008	2007
Investments - at Fair Market Value		
Mutual Funds	\$ 3,457,020	\$ 3,849,612
Collective Investment Funds	<u>1,428,289</u>	<u>1,612,955</u>
Total Investments - at Fair Market Value	<u>4,885,309</u>	<u>5,462,567</u>
Participant Loans	<u>288,606</u>	<u>295,301</u>
Contributions Receivable		
Employer	16,066	-
Employee	<u>18,177</u>	<u>16,427</u>
Total Contributions Receivable	<u>34,243</u>	<u>16,427</u>
Net Assets Reflecting All Investments at Fair Value	<u>5,208,158</u>	<u>5,774,295</u>
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Contract	<u>75,805</u>	<u>10,301</u>
Net Assets Available for Benefits	<u><u>\$ 5,283,963</u></u>	<u><u>\$ 5,784,596</u></u>

See accompanying notes.

BETTS USA INC.
401(k) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended March 31,	
	2008	2007
Additions to Net Assets Attributed to		
Investment Income		
Interest and Dividends	\$ 307,265	\$ 267,813
Net (Depreciation) Appreciation in Fair Value of Investments	(219,126)	175,324
Realized Gain (Loss) on Sale of Investments	12,594	(25,792)
Total Investment Income	100,733	417,345
Contributions		
Employer	25,999	25,907
Employee	228,055	273,501
Rollovers	21,511	-
Total Contributions	275,565	299,408
Total Additions	376,298	716,753
Deductions to Net Assets Attributed to		
Deductions for Benefits Paid to Participants	(875,141)	(1,828,666)
Administrative Expenses	(1,790)	(2,668)
Total Deductions	(876,931)	(1,831,334)
Net Decrease	(500,633)	(1,114,581)
Net Assets Available for Benefits		
Beginning of Plan Year	5,784,596	6,899,177
End of Plan Year	\$ 5,283,963	\$ 5,784,596

See accompanying notes.

**BETTS USA INC.
401(k) PROFIT SHARING PLAN
NOTES TO THE FINANCIAL STATEMENTS**

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the 401(k) Profit Sharing Plan (the Plan) for the employees of Betts USA Inc. (the Company) is provided for general information purposes only. Participants should refer to the Plan agreement and the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan includes a salary reduction plan also called a "401(k) Plan". Under this type of plan, participants may choose to reduce their compensation and have these amounts contributed to their account. The Company also contributes to their account in the form of matching contributions.

The Plan also has a defined contribution profit sharing plan component covering all full-time employees of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Employer contributions for the profit sharing plan are at the discretion of Betts USA Inc. The Company will contribute annually to the profit sharing plan an amount authorized by the Board of Directors.

The Company matches 75% of the first 2% and 12.5% of the next 4% of employees' 401(k) elective deferrals. Employee deferrals are subject to Internal Revenue Service limits of \$15,500 and \$15,000 for 2008 and 2007, respectively, of an employee's salary. The employee contributions are remitted to the Plan each month. Employer contributions for the 401(k) Plan are remitted quarterly.

Participants' Accounts

Each 401(k) Plan participant's account is credited with (a) employee elective 401(k) deferrals, (b) Plan earnings, (c) the Company's matching contribution and (d) employee after-tax contributions.

Each profit sharing plan participant's account is credited with (a) the Company's contribution and (b) Plan earnings.

Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their 401(k) elective deferrals, any rollovers and after-tax contributions, plus actual earnings thereon. Vesting in the Company's matching and profit sharing contribution account is based on years of service as defined in the Plan. Employees are 100% vested in employer match after one year. Vesting begins upon the completion of two years of service for the profit sharing contributions. A participant is 100% vested after six years of credited service for profit sharing contributions.

Income Tax Status

The Plan is currently operating under a prototype plan document that has been accepted under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Although no determination letter has been received specific to the Betts USA Inc. 401(k) Profit Sharing Plan, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Self-Directed Accounts

The Plan allows the profit sharing plan and the employee elective 401(k) deferrals and employer match to be held in self-directed investment programs. At March 31, 2008, all deferrals had been allocated to the participant accounts.

Forfeitures

Upon termination of a participant, amounts forfeited will be used to reduce employer contributions and pay administrative expenses, as defined by the Plan.

Method of Valuing Investments

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

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Use of Estimates

The process of preparing financial statements in conformity with U.S. generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Certain estimates relate to unsettled transactions and events as of the date of the financial statements. Other estimates relate to assumptions about the ongoing operations and may impact future periods. Accordingly, upon settlement, actual results may differ from estimated amounts.

NOTE 3 – INVESTMENTS

The Plan's investments are held by a management-administered trust fund. All investments are at fair market value as determined by quoted market prices and are 100% self-directed by the participants.

	March 31,	
	2008	2007
Mutual Funds		
Investments Representing Five Percent or More of the Plan's Net Assets		
Fidelity Fund	\$ 295,406	\$ 307,356
Fidelity Gov't Income	505,201	603,311
Fidelity OTC Portfolio	469,543	439,559
Fidelity Dividend Growth	432,391	487,302
Fidelity Freedom 2020	612,942	664,952
Fidelity Freedom 2030	376,138	501,024
Investments Representing Less Than Five Percent of the Plan's Net Assets	<u>765,399</u>	<u>846,108</u>
	3,457,020	3,849,612
Collective Investment Funds		
Investments Representing Five Percent or More of the Plan's Net Assets		
Fidelity Managed Income Portfolio	<u>1,428,289</u>	<u>1,612,955</u>
	<u>\$ 4,885,309</u>	<u>\$ 5,462,567</u>

NOTE 3 – INVESTMENTS (Continued)

	<u>2008</u>	<u>2007</u>
Net (Depreciation) Appreciation in Fair Value of Investments		
Investments at Quoted Market Price		
Mutual Funds	\$ <u>(219,126)</u>	\$ <u>175,324</u>

NOTE 4 – INVESTMENT CONTRACT

The Plan has entered into a benefit-responsive investment contract with Fidelity Group Trust for Employee Benefit Plans (the Trust). The Trust maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the statements of net assets available for benefits at fair value as determined using the market approach based on market prices of similar contracts. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by the Trust. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The fair value of the investment contract at March 31, 2008 and 2007 was \$1,428,289 and \$1,612,955, respectively. The average yield and crediting interest rates were approximately 4.39% and 4.27% for 2008 and 2007, respectively. The crediting interest rate is based on a formula agreed upon with the issuer.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at the contract value with the Trust. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

NOTE 5 – ADMINISTRATIVE EXPENSES

The Plan sponsor pays a significant amount of the Plan's administrative expenses.

NOTE 6 – RECONCILIATION WITH FORM 5500

The Plan's financial statements are prepared on the accrual basis of accounting, whereas the Form 5500 is prepared on a cash basis. As such, receivables recorded on these financial statements are not included on the Form 5500 until the cash is received.

NOTE 7 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company 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 8 – FORFEITURES

Forfeitures used to pay administrative expenses for the years ended March 31, 2008 and 2007 were \$2,214 and \$2,699, respectively. For the years ended March 31, 2008 and 2007, forfeitures of \$42,650 and \$34,332 were used to offset employer contributions and as of March 31, 2008, there was \$1,464 in unallocated forfeitures remaining.

NOTE 9 – RECONCILIATION OF NET ASSETS WITH PARTICIPANTS ACCOUNTS

	<u>2008</u>	<u>2007</u>
Net Assets Available for Benefits	\$ <u>5,283,963</u>	\$ <u>5,784,596</u>
Balance of Participants' Accounts	\$ 5,282,499	\$ 5,760,980
Unallocated Forfeitures	<u>1,464</u>	<u>23,616</u>
Total Participants' Accounts	\$ <u>5,283,963</u>	\$ <u>5,784,596</u>

NOTE 10 – NONEXEMPT TRANSACTIONS

During the year ended March 31, 2008, Betts USA, Inc., the Plan sponsor, failed to remit participant contributions totaling \$20,276 to the Plan on a timely basis. As a result, the Plan's management has remitted the lost opportunity cost to participant accounts. All contributions for the year ended March 31, 2007 were remitted on a timely basis.

NOTE 11 – LIMITED SCOPE AUDIT

At March 31, 2008 and 2007, Fidelity Management Trust Company, the Plan's trustee, holds all of the Plan's assets and is subject to periodic examination by regulatory agencies. The audit did not cover any information on Plan assets or related transactions involving the trustee, Fidelity Management Trust Company. Instead, Fidelity Management Trust Company has prepared and certified a statement as to the complete and accurate information concerning Plan assets and the related transactions.

NOTE 12 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities 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

BETTS USA INC.
401(k) PROFIT SHARING PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
Form 5500, Schedule H, Part IV, 4, i.
EIN: 55-0309920
Plan No. 001

March 31, 2008				
Description of Investments	Rate of Interest	No. of Shares	Cost	Fair Market Value
Mutual Funds				
Fidelity Fund		8,357	\$ 261,603	\$ 295,406
Fidelity Equity Income		336	17,846	16,466
Fidelity Value		936	72,734	63,776
Fidelity Gov't Income		47,437	479,957	505,201
Fidelity OTC Portfolio		10,897	387,250	469,543
Fidelity Blue Chip		777	33,326	30,614
Fidelity Diversified International		6,461	192,835	232,987
Fidelity Dividend Growth		16,329	467,331	432,391
Fidelity Small Cap		2,978	62,041	50,146
Fidelity Freedom Income		11,714	131,328	131,074
Fidelity Freedom 2000		4,168	50,955	50,347
Fidelity Freedom 2005		4	42	41
Fidelity Freedom 2010		4,930	68,090	69,367
Fidelity Freedom 2015		1,019	13,295	11,955
Fidelity Freedom 2020		41,811	599,836	612,942
Fidelity Freedom 2025		2,702	34,953	32,828
Fidelity Freedom 2030		25,042	350,639	376,138
Fidelity Freedom 2035		176	2,332	2,184
Spartan U.S. Equity Index		821	38,837	38,579
Fidelity Freedom 2040		3,856	32,339	33,897
Fidelity Freedom 2050		111	1,204	1,138
				<u>3,457,020</u>
Collective Trusts				
Fidelity Managed Income Portfolio		1,504,095	1,504,095	1,428,289
			<u>\$ 4,802,868</u>	<u>4,885,309</u>
Participant Loans				
	6.00 - 11.50 %		<u>\$ -</u>	<u>288,606</u>
Total Assets Held for Investment				<u>\$ 5,173,915</u>

BETTS USA INC.
401(k) PROFIT SHARING PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
Form 5500, Schedule H, Part IV, 4, i.
EIN: 55-0309920
Plan No. 001

March 31, 2007				
Description of Investments	Rate of Interest	No. of Shares	Cost	Fair Market Value
Mutual Funds				
Fidelity Fund		8,416	\$ 256,212	\$ 307,356
Fidelity Equity Income		266	13,857	15,495
Fidelity Value		613	46,424	51,759
Fidelity Gov't Income		59,912	601,695	603,311
Fidelity OTC Portfolio		10,461	372,486	439,559
Fidelity Blue Chip		731	30,987	32,185
Fidelity Diversified International		5,524	146,052	210,391
Fidelity Dividend Growth		15,343	433,267	487,302
Fidelity Small Cap		2,180	44,743	48,132
Fidelity Freedom Income		10,601	118,463	123,605
Fidelity Freedom 2000		16,602	202,902	210,019
Fidelity Freedom 2005		3	39	41
Fidelity Freedom 2010		6,367	84,765	94,806
Fidelity Freedom 2015		14	167	176
Fidelity Freedom 2020		41,979	581,745	664,952
Fidelity Freedom 2025		81	994	1,050
Fidelity Freedom 2030		30,625	427,148	501,024
Fidelity Freedom 2035		85	1,084	1,145
Spartan U.S. Equity Index		492	21,659	24,859
Fidelity Freedom 2040		3,352	27,310	32,445
				3,849,612
Collective Trusts				
Fidelity Managed Income Portfolio		1,623,256	1,623,256	1,612,955
			\$ 5,035,255	5,462,567
Participant Loans				
	6.00 - 11.50 %		\$ -	295,301
Total Assets Held for Investment				\$ 5,757,868

BETTS USA INC.
401(k) PROFIT SHARING PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
FORM 5500, Schedule H, Part IV, 4, j.
EIN: 55-0309920
Plan No. 001

TRANSACTIONS OR SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT OF PLAN ASSETS AT
BEGINNING OF PLAN YEAR:

Year Ended March 31, 2007

Description of Asset	Purchase Price	Selling Price	Cost of Asset	Expense Incurred	Current Value of Asset On Transaction Date	Net Gain

There were no transactions or series of transactions in excess
of five percent during the year ended March 31, 2008.

BETTS USA INC.
401(k) PROFIT SHARING PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
FORM 5500, Schedule H, Part IV, 4, j.
EIN: 55-0309920
Plan No. 001

TRANSACTIONS OR SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT OF PLAN ASSETS AT
BEGINNING OF PLAN YEAR:

Year Ended March 31, 2006						
Description of Asset	Purchase Price	Selling Price	Cost of Asset	Expense Incurred	Current Value of Asset On Transaction Date	Net Gain

There were no transactions or series of transactions in excess
of five percent during the year ended March 31, 2007.

BETTS USA INC.
401(k) PROFIT SHARING PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
Form 5500, Schedule H, Part IV, 4, i.
EIN: 55-0309920
Plan No. 001

March 31, 2008				
Description of Investments	Rate of Interest	No. of Shares	Cost	Fair Market Value
Mutual Funds				
Fidelity Fund		8,357	\$ 261,603	\$ 295,406
Fidelity Equity Income		336	17,846	16,466
Fidelity Value		936	72,734	63,776
Fidelity Gov't Income		47,437	479,957	505,201
Fidelity OTC Portfolio		10,897	387,250	469,543
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Fidelity Diversified International		6,461	192,835	232,987
Fidelity Dividend Growth		16,329	467,331	432,391
Fidelity Small Cap		2,978	62,041	50,146
Fidelity Freedom Income		11,714	131,328	131,074
Fidelity Freedom 2000		4,168	50,955	50,347
Fidelity Freedom 2005		4	42	41
Fidelity Freedom 2010		4,930	68,090	69,367
Fidelity Freedom 2015		1,019	13,295	11,955
Fidelity Freedom 2020		41,811	599,836	612,942
Fidelity Freedom 2025		2,702	34,953	32,828
Fidelity Freedom 2030		25,042	350,639	376,138
Fidelity Freedom 2035		176	2,332	2,184
Spartan U.S. Equity Index		821	38,837	38,579
Fidelity Freedom 2040		3,856	32,339	33,897
Fidelity Freedom 2050		111	1,204	1,138
				<u>3,457,020</u>
Collective Trusts				
Fidelity Managed Income Portfolio		1,504,095	1,504,095	1,428,289
			<u>\$ 4,802,868</u>	4,885,309
Participant Loans				
	6.00 - 11.50 %		<u>\$ -</u>	<u>288,606</u>
Total Assets Held for Investment				<u>\$ 5,173,915</u>

BETTS USA INC.
401(k) PROFIT SHARING PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
Form 5500, Schedule H, Part IV, 4, i.
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Plan No. 001

March 31, 2007				
Description of Investments	Rate of Interest	No. of Shares	Cost	Fair Market Value
Mutual Funds				
Fidelity Fund		8,416	\$ 256,212	\$ 307,356
Fidelity Equity Income		266	13,857	15,495
Fidelity Value		613	46,424	51,759
Fidelity Gov't Income		59,912	601,695	603,311
Fidelity OTC Portfolio		10,461	372,486	439,559
Fidelity Blue Chip		731	30,987	32,185
Fidelity Diversified International		5,524	146,052	210,391
Fidelity Dividend Growth		15,343	433,267	487,302
Fidelity Small Cap		2,180	44,743	48,132
Fidelity Freedom Income		10,601	118,463	123,605
Fidelity Freedom 2000		16,602	202,902	210,019
Fidelity Freedom 2005		3	39	41
Fidelity Freedom 2010		6,367	84,765	94,806
Fidelity Freedom 2015		14	167	176
Fidelity Freedom 2020		41,979	581,745	664,952
Fidelity Freedom 2025		81	994	1,050
Fidelity Freedom 2030		30,625	427,148	501,024
Fidelity Freedom 2035		85	1,084	1,145
Spartan U.S. Equity Index		492	21,659	24,859
Fidelity Freedom 2040		3,352	27,310	32,445
				3,849,612
Collective Trusts				
Fidelity Managed Income Portfolio		1,623,256	1,623,256	1,612,955
			\$ 5,035,255	5,462,567
Participant Loans				
	6.00 - 11.50 %		\$ -	295,301
Total Assets Held for Investment				\$ 5,757,868