# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2010**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

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

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

**1a** Name of plan
SOUTHLAND INDUSTRIES EMPLOYEES' 401(K) PLAN

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

**1c** Effective date of plan 03/31/1969

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

17941 FITCH
IRVINE, CA 92614-6016

**2b** Employer Identification Number (EIN) 95-1596533

**2c** Sponsor's telephone number 949-440-5000

**2d** Business code (see instructions) 238220

**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. | 05/26/2011 | TONY WANG |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 05/26/2011 | TONY WANG |
| | **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")
SOUTHLAND INDUSTRIES

17941 FITCH
IRVINE, CA 92614-6016

**3b** Administrator's EIN
95-1596533

**3c** Administrator's telephone number
949-440-5000

**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** | 429 |
| **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** | 324 |
| **b** | Retired or separated participants receiving benefits | **6b** | 1 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 62 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 387 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 387 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 329 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**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 2R 2T 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)** | X | 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)** | X | 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)** | X | 1 | **A** (Insurance Information) |
| **(4)** | X | | **C** (Service Provider Information) |
| **(5)** | X | | **D** (DFE/Participating Plan Information) |
| **(6)** | | | **G** (Financial Transaction Schedules) |

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
SOUTHLAND INDUSTRIES EMPLOYEES' 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500.
SOUTHLAND INDUSTRIES

**D** Employer Identification Number (EIN)
95-1596533

## Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 42-0127290 | 61271 | 613953 | 387 | 01/01/2010 | 12/31/2010 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 0 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 0 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 0 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| b | Premiums paid to carrier | 6b | |
| c | Premiums due but unpaid at the end of the year | 6c | |
| d | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ CUSTODIAL GUARANTEED INTEREST CONTRACT

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 562265 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 424510 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 32782 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) | 7c(5) | 1880544 | | |
| | ▶ LOAN PAYMENT, ROLLOVER, OUTSIDE INVESTMENT TRANSFER | | | | |
| | (6) Total additions | | | 7c(6) | 2337836 |
| d | Total of balance and additions (add **b** and **c(6)**). | | | 7d | 2900101 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 150964 | | |
| | (2) Administration charge made by carrier | 7e(2) | 107 | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) | 7e(4) | 203211 | | |
| | ▶ LOAN WITHDRAWAL, OUTSIDE INVESTMENT TRANSFER | | | | |
| | (5) Total deductions | | | 7e(5) | 354282 |
| f | Balance at the end of the current year (subtract **e(5)** from **d**) | | | 7f | 2545819 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2010**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
SOUTHLAND INDUSTRIES EMPLOYEES' 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
SOUTHLAND INDUSTRIES

**D** Employer Identification Number (EIN)
95-1596533

## 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).. . . . . [X] 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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 13 37 50 64 | CONTRACT ADMINISTRATOR | 1381 | Yes [X] No [ ] | Yes [X] No [ ] | 1398 | 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 |
|---|---|---|
| PRINCIPAL LIFE INSURANCE COMPANY | 13 37 50 64 | 1398 |
| **(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. | |
| PERSHING, LLC<br><br>13-2741729 | PRINCIPAL SELF DIRECTED BROKERAGE ACCOUNT FEES | |

| **(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 |
|---|---|---|
| | | |

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
SOUTHLAND INDUSTRIES EMPLOYEES' 401(K) PLAN

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

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
SOUTHLAND INDUSTRIES

**D** Employer Identification Number (EIN)
95-1596533

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: ABN AMRO INCOME PLUS D FUND

**b** Name of sponsor of entity listed in (a): ABN AMRO INVESTMENT TRUST CO

| **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) |
|---|---|---|
| 03-0373646-007 | C | 0 |

**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) |
|---|---|---|
| | | |

**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) |
|---|---|---|

**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) |
|---|---|---|

**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) |
|---|---|---|

**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) |
|---|---|---|

**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 |
|---|---|

**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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

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

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

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
SOUTHLAND INDUSTRIES EMPLOYEES' 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
SOUTHLAND INDUSTRIES

**D** Employer Identification Number (EIN)
95-1596533

## 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) | 34080 | 0 |
| **(2)** Participant contributions | 1b(2) | 68159 | 0 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 57189 | 0 |
| **(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) | 871426 | 1277602 |
| **(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) | 459817 | 433931 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 1612156 | 0 |
| **(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) | 19696349 | 25682921 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 562265 | 2545819 |
| **(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 | 23361441 | 29940273 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 0 | |
| **h** | Operating payables | 1h | 0 | |
| **i** | Acquisition indebtedness | 1i | 0 | |
| **j** | Other liabilities | 1j | 0 | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 23361441 | 29940273 |

## 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) | 1328811 | |
| | **(B)** Participants | 2a(1)(B) | 2657277 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 163126 | |
| | **(2)** Noncash contributions | 2a(2) | 0 | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 4149214 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| | **(E)** Participant loans | 2b(1)(E) | 29379 | |
| | **(F)** Other | 2b(1)(F) | 32782 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 62161 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| | **(B)** Common stock | 2b(2)(B) | 20586 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 343439 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 364025 |
| | **(3)** Rents | 2b(3) | | 0 |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | 0 | |
| (B) Other | 2b(5)(B) | 202939 | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 202939 |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 54027 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 3033449 |
| **c** Other income | 2c | | 0 |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 7865815 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1283090 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 1283090 |
| **f** Corrective distributions (see instructions) | 2f | | 0 |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| **h** Interest expense | 2h | | 0 |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 3893 | |
| (3) Investment advisory and management fees | 2i(3) | 0 | |
| (4) Other | 2i(4) | 0 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 3893 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1286983 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 6578832 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## Part III Accountant's Opinion

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

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

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

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

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

(1) Name: THOMPSON DUNAVANT PLC (2) EIN: 62-1701403

**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 | 0 |
| **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 | 0 |
| **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 | 0 |
| **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 | 0 |
| **e** | Was this plan covered by a fidelity bond? | **4e** | X | | 500000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | **4f** | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4g** | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4h** | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | **4i** | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | **4j** | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | **4k** | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | **4l** | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | **4m** | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | **4n** | | | |

**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

**2010**

**This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
SOUTHLAND INDUSTRIES EMPLOYEES' 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
SOUTHLAND INDUSTRIES

**D** Employer Identification Number (EIN)
95-1596533

## 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): 42-0127290

**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):

# SOUTHLAND INDUSTRIES EMPLOYEES' 401(k) PLAN

Financial Statements
and Supplemental Schedule
For the Year Ended December 31, 2010

**SOUTHLAND INDUSTRIES EMPLOYEES' 401(k) PLAN**

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THOMPSON DUNAVANT
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

Independent Auditor's Report

To the Plan Administrator
Southland Industries Employees' 401(k) Plan
Irvine, California

We were engaged to audit the accompanying statements of net assets available for benefits of Southland Industries Employees' 401(k) Plan as of December 31, 2010 and 2009 and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2010. These financial statements and the supplemental schedule 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 notes 3 and 4, which was certified by the trustee of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2010 and 2009 and for the years then ended, 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 we do not, express an opinion on the accompanying financial statements and the supplemental schedule taken as a whole. The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Thompson Dunavant PLC

Memphis, Tennessee
May 18, 2011

## SOUTHLAND INDUSTRIES EMPLOYEES' 401(k) PLAN

Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

| | 2010 | 2009 |
|---|---|---|
| Assets | | |
| Investments (at fair value) | | |
| Mutual funds | $ 25,579,181 | $ 19,525,279 |
| Guaranteed interest account | 2,418,528 | 534,151 |
| Self-directed accounts | 1,381,343 | 1,099,685 |
| Common/collective trust funds | - | 1,612,156 |
| | 29,379,052 | 22,771,271 |
| Receivables | | |
| Participant notes receivable | 433,931 | 459,817 |
| Participant contributions | - | 68,159 |
| Employer contributions | - | 34,080 |
| | 433,931 | 562,056 |
| Net assets reflecting all investments at fair value | 29,812,983 | 23,333,327 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 127,291 | 62,697 |
| Net assets available for benefits | $ 29,940,274 | $ 23,396,024 |

The accompanying notes are an integral part of these financial statements.

## SOUTHLAND INDUSTRIES EMPLOYEES' 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2010 and 2009

| | 2010 | 2009 |
|---|---|---|
| Additions to net assets attributed to: | | |
| Investment income | | |
| Net appreciation in fair value of investments | $ 3,631,124 | $ 4,069,589 |
| Dividends | 21,516 | 13,401 |
| | 3,652,640 | 4,082,990 |
| Interest income from participant notes receivable | 29,379 | 30,449 |
| Contributions | | |
| Participants | 2,657,277 | 2,529,678 |
| Employer | 1,328,811 | 1,264,848 |
| Rollovers from other plans | 163,126 | 496,097 |
| | 4,149,214 | 4,290,623 |
| Total additions | 7,831,233 | 8,404,062 |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 1,283,090 | 1,467,869 |
| Administrative expenses | 3,893 | 2,843 |
| Total deductions | 1,286,983 | 1,470,712 |
| Net increase in net assets | 6,544,250 | 6,933,350 |
| Net assets available for benefits | | |
| Beginning of year | 23,396,024 | 16,462,674 |
| End of year | $ 29,940,274 | $ 23,396,024 |

The accompanying notes are an integral part of these financial statements.

Note 1 - Description of Plan

The following description of Southland Industries Employees' 401(k) Plan provides only general information. Readers should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

Southland Industries Employees' 401(k) Plan (the "Plan") is a defined contribution 401(k) retirement plan available to all non-union employees of Southland Industries, Inc. (the "Company") who have completed ninety (90) days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

Participants may elect to defer any percentage of their eligible compensation subject to Internal Revenue Service limitations. The Company may make discretionary matching contributions to the Plan in amounts determined by the Board of Directors. During 2010 and 2009, the Company matched fifty percent (50%) of eligible compensation that a participant contributed to the Plan. The Plan also allows the Company to make discretionary profit sharing contributions. There were no discretionary profit sharing contributions for 2010 or 2009.

Participant accounts

Each participant's account is credited with the participant's deferral contributions, the Company's discretionary matching contributions, and an allocation of the Company's discretionary profit sharing contributions, if any, plus a proportionate interest in the investment earnings or losses of the funds in which the contributions are invested. Allocations are based upon the participant's eligible compensation or account balances, as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately 100% vested in all contributions plus earnings thereon.

Payment of benefits

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. However, if the participant's vested balance does not exceed $5,000, the Plan may distribute funds in the form of a lump sum payment without the consent of the participant. Withdrawals by a participant while employed are limited to those requested due to events of financial hardship as defined by the Plan Agreement.

Note 1 - Description of Plan (continued)

Plan termination

Although it has not expressed any intent to do so, the Company has the right to modify or terminate the Plan at any time subject to the provisions of ERISA and the Plan Agreement.

Note 2 - Summary of significant accounting policies

Investments

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See note 5 for discussion of fair value measurements.

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

Participant notes receivable

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Agreement.

Benefit payments

Benefit payments to participants are recorded upon distribution.

Events occurring after reporting date

Management has evaluated events and transactions that have occurred between December 31, 2010 and May 18, 2011, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions which affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to the 2009 financial statements in order to conform to the 2010 presentation.

Note 3 - Investments

The trustee of the Plan's investments has supplied the plan administrator with certifications as to the completeness and accuracy of all information presented in the accompanying financial statements and the supplemental schedule pertaining to investments, investment income (loss), and reportable transactions as of December 31, 2010 and 2009 and for the years then ended.

The Plan allows participants to direct varying portions of their contributions and account balances among the different investment programs offered by Principal Financial Group. The Plan also allows participants to self-direct their contributions and account balances into a Principal Self-Directed Brokerage Account. This account provides for the participant to place trading orders with Princor Financial Services Corporation pursuant to a limited power of attorney.

The Plan invests in a guaranteed investment contract through the Principal Fixed Income Guaranteed Option ("PFIGO"). Contract value for the PFIGO is based on the net asset values as reported by the investment advisor. The statement of net assets available for benefits presents the fair value of the investment in the PFIGO as well as the adjustment of the investment from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

The Principal Fixed Income Guaranteed Option is a single group annuity contract with a fixed rate of interest. Under the terms of the existing contract, the crediting interest rate is reset on a semi-annual basis and will never be less than the guaranteed minimum interest rate. The average yield and average crediting interest rates of the PFIGO were approximately 2.85% and 3.25% for the plan years ended December 31, 2010 and 2009, respectively. Because the PFIGO is an insurance product, the Plan may transact according to the terms defined in the contract at any time.

Prior to September 2010, the Plan also invested in a guaranteed investment contract through the ABN AMRO Income Plus D Fund (the "Fund"). The Fund provided a guaranteed interest rate for a specified period of time. The rate credited was the rate in effect on the day when each deposit was directed to the Fund. As of December 31, 2009, the Fund was comprised of twenty-one underlying guaranteed interest accounts. The maturity dates ranged from January 15, 2010 to October 15, 2049. The average yield of the Fund was approximately 2.85% and the average crediting interest rate was approximately 2.37% for the plan year ended December 31, 2009. Surrender charges may have been applied to transfers or withdrawals from a guaranteed interest account that was not held to maturity. In certain circumstances, the amount withdrawn from the wrap contract would have been payable at fair value rather than at contract value. These events included termination of participating plans, or a material adverse change to the provisions of participating plans.

Note 3 - Investments (continued)

The fair value of the individual investments which represent five percent (5%) or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009 is as follows:

| | 2010 | 2009 |
|---|---|---|
| American Funds EuroPacific Growth Fund | $ 3,308,156 | $ 2,982,848 |
| PIMCO Total Return Fund | 2,849,286 | 2,552,440 |
| Principal MidCap S&P 400 Index Fund | 2,456,499 | 1,807,692 |
| Principal Fixed Income Guaranteed Option | 2,418,528 | 534,151 * |
| MFS Investment Management MFS Value A Fund | 2,010,587 | 1,651,395 |
| Principal LifeTime 2030 Fund | 2,000,156 | 1,544,656 |
| Royce Premier Investment Fund | 1,770,193 | 1,242,906 |
| Principal LargeCap Growth Fund | 1,716,897 | 1,270,181 |
| ABN AMRO Income Plus D Fund | - | 1,612,156 |

* Presented for comparative purposes only. Does not represent 5% or more of the fair value of the Plan's net assets as of December 31, 2009.

During 2010 and 2009, the Plan's investments (including investments bought, sold and held during the year) appreciated in value as follows:

| | 2010 | 2009 |
|---|---|---|
| Mutual funds | $ 3,365,406 | $ 3,714,563 |
| Self-directed accounts | 213,491 | 232,076 |
| Guaranteed interest account | 32,783 | 1,756 |
| Common/collective trust funds | 19,444 | 121,194 |
| | $ 3,631,124 | $ 4,069,589 |

Note 4 - Participant notes receivable

Participants may borrow up to the lesser of $50,000 or fifty percent (50%) of their account balance and must borrow a minimum of $1,000. Loan repayment periods range from one to five years. The loans are collateralized by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates plus two percent (2%) as determined by the plan administrator. As of December 31, 2010, interest rates on loans to participants ranged from 5.25% to 10.25%. Principal and interest is repaid ratably through payroll deductions.

Note 5 - Fair value measurements

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value and describes three levels of inputs that may be used to measure fair value.

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets that the Plan has the ability to access as of the measurement date.

**Level 2:** Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

**Level 3:** Significant unobservable inputs that reflect management's own assumptions about the assumptions that market participants would use in pricing an asset.

The 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, 2010 and 2009.

*Mutual funds*: Valued at quoted market prices based upon the net asset value of shares held by the Plan at year end.

*Guaranteed interest account*: Valued at the amount the Plan would receive currently if it were to withdraw or transfer funds within the Plan prior to maturity. Fair value is determined as the contract value less a withdrawal charge of five percent (5%).

*Common stocks*: Valued at the closing price reported on the active market on which the individual securities are traded.

*Common/collective trust funds*: Valued at the net asset value of shares held by the Plan at year end based upon the market value of the underlying investments. The net asset value of the common/collective trust funds is not a publicly quoted price in an active market.

*Cash*: Valued at cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although plan management 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 5 - Fair value measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009.

| | Assets at Fair Value at December 31, 2010 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | | | | |
| Small/mid U.S. equity funds | $ 6,970,553 | $ - | $ - | $ 6,970,553 |
| Balanced/asset allocation funds | 5,682,303 | - | - | 5,682,303 |
| Large U.S. equity funds | 5,504,549 | - | - | 5,504,549 |
| Fixed income funds | 4,113,621 | - | - | 4,113,621 |
| International equity funds | 3,308,155 | - | - | 3,308,155 |
| Total mutual funds | 25,579,181 | - | - | 25,579,181 |
| Guaranteed interest account | - | - | 2,418,528 | 2,418,528 |
| Self-directed accounts | | | | |
| Common stocks | | | | |
| Technology | 269,806 | - | - | 269,806 |
| Property and casualty insurance | 160,220 | - | - | 160,220 |
| Industrial goods | 142,082 | - | - | 142,082 |
| Consumer goods | 140,509 | - | - | 140,509 |
| Services | 136,493 | - | - | 136,493 |
| Healthcare | 78,226 | - | - | 78,226 |
| Financial | 58,246 | - | - | 58,246 |
| Other | 39,396 | - | - | 39,396 |
| Total common stock | 1,024,978 | - | - | 1,024,978 |
| Mutual funds | | | | |
| Large blend fund | 252,624 | - | - | 252,624 |
| Other | 103,741 | - | - | 103,741 |
| Total mutual funds | 356,365 | - | - | 356,365 |
| Total self-directed accounts | 1,381,343 | - | - | 1,381,343 |
| Total | $ 26,960,524 | $ - | $ 2,418,528 | $ 29,379,052 |

Note 5 - Fair value measurements (continued)

| | Assets at Fair Value at December 31, 2009 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | | | | |
| Small/mid U.S. equity funds | $ 4,843,998 | $ - | $ - | $ 4,843,998 |
| Balanced/asset allocation funds | 4,281,436 | - | - | 4,281,436 |
| Large U.S. equity funds | 4,099,898 | - | - | 4,099,898 |
| Fixed income funds | 3,317,099 | - | - | 3,317,099 |
| International equity funds | 2,982,848 | - | - | 2,982,848 |
| Total mutual funds | 19,525,279 | - | - | 19,525,279 |
| Guaranteed interest account | - | - | 534,151 | 534,151 |
| Self-directed accounts | | | | |
| Common stocks | | | | |
| Property and casualty insurance | 233,306 | - | - | 233,306 |
| Consumer goods | 172,193 | - | - | 172,193 |
| Technology | 143,274 | - | - | 143,274 |
| Services | 81,062 | - | - | 81,062 |
| Financial | 80,157 | - | - | 80,157 |
| Industrial goods | 72,947 | - | - | 72,947 |
| Healthcare | 68,534 | - | - | 68,534 |
| Other | 19,953 | - | - | 19,953 |
| Total common stock | 871,426 | - | - | 871,426 |
| Mutual funds | | | | |
| Other | 171,070 | - | - | 171,070 |
| Cash | 57,189 | - | - | 57,189 |
| Total self-directed accounts | 1,099,685 | - | - | 1,099,685 |
| Common/collective trust fund | - | 1,612,156 | - | 1,612,156 |
| Total | $ 20,624,964 | $ 1,612,156 | $ 534,151 | $ 22,771,271 |

Note 5 - Fair value measurements (continued)

The table below reflects the changes in the Plan's assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2010 and 2009.

| | Guaranteed Interest Account |
|---|---|
| Balance, January 1, 2009 | $ - |
| Unrealized gains (losses) | (28,113) |
| Interest credited | 1,756 |
| Purchases, sales, issuances, and settlements (net) | 560,508 |
| Balance, December 31, 2009 | 534,151 |
| Unrealized gains (losses) | (99,177) |
| Interest credited | 32,783 |
| Purchases, sales, issuances, and settlements (net) | 1,950,771 |
| Balance, December 31, 2010 | $ 2,418,528 |

Note 6 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits for financial reporting purposes to net assets as reported on Form 5500 as filed by the Plan for the year ended December 31, 2009.

| | |
|---|---|
| Net assets available for benefits for financial reporting purposes | $ 23,396,024 |
| Adjustment from fair value to contract value for ABN AMRO Income Plus D Fund | (34,583) |
| Net assets per Form 5500 | $ 23,361,441 |

The following is a reconciliation of net increase in net assets for financial reporting purposes to net income as reported on Form 5500 as filed by the Plan for the years ended December 31, 2010 and 2009.

| | 2010 | 2009 |
|---|---|---|
| Net increase in net assets for financial reporting purposes | $ 6,544,250 | $ 6,933,350 |
| Cumulative adjustment for ABN AMRO Income Plus D Fund | 34,583 | 179,491 |
| Net income per Form 5500 | $ 6,578,833 | $ 7,112,841 |

Note 7 - Related party transactions

Certain Plan investments include interests in mutual funds and a guaranteed interest account managed by Principal Financial Group, an affiliate of Principal Trust Company. Principal Trust Company is the trustee as defined by the Plan and, therefore, these investments and related investment transactions qualify as party-in-interest transactions. Fees paid to Principal Trust Company totaled $3,893 in 2010 and $2,843 in 2009.

The Company provides the Plan with certain management and administrative services for which no fees are charged.

Note 8 - Tax status

The plan sponsor adopted a Prototype Non-Standardized Profit Sharing Plan with a cash or deferral arrangement which received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which states that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. The Plan, which has been amended since receiving the determination letter, is required to operate in conformity with the IRC to maintain its qualification. Management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Management is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2007.

Note 9 - 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 SCHEDULE

**SOUTHLAND INDUSTRIES EMPLOYEES' 401(k) PLAN**

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 95-1596533 / Plan Number: 001
December 31, 2010

| (a) | (b)(c) Identity of Issue/Description | Current (e) Value |
|---|---|---|
| | Mutual funds | |
| | American Funds EuroPacific Growth Fund | $ 3,308,156 |
| | PIMCO Total Return Fund | 2,849,286 |
| * | Principal MidCap S&P 400 Index Fund | 2,456,499 |
| | MFS Investment Management MFS Value A Fund | 2,010,587 |
| * | Principal LifeTime 2030 Fund | 2,000,156 |
| | Royce Premier Investment Fund | 1,770,193 |
| * | Principal LargeCap Growth Fund | 1,716,897 |
| * | Principal SmallCap Growth II Fund | 1,297,778 |
| | Vanguard Intermediate-Term Bond Index Fund | 1,264,335 |
| * | Principal LifeTime 2040 Fund | 1,236,894 |
| * | Principal LifeTime 2050 Fund | 1,094,127 |
| | Vanguard Total Stock Market Index Fund | 881,253 |
| * | Principal LifeTime 2020 Fund | 812,536 |
| | Virtus Real Estate Security A Fund | 799,931 |
| * | Principal LargeCap S&P 500 Index Fund | 687,774 |
| | Columbia Small Cap Value Fund | 463,774 |
| * | Principal LifeTime 2010 Fund | 392,975 |
| * | Principal LargeCap Growth II Fund | 208,038 |
| * | Principal S&P 600 Index Preferred Fund | 182,378 |
| * | Principal LifeTime Strategic Income Fund | 145,614 |
| | | 25,579,181 |
| | Guaranteed interest accounts | |
| * | Principal Fixed Income Guaranteed Option | 2,418,528 |
| | Self-directed accounts | |
| * | Principal Self-Directed Brokerage Accounts | |
| | Common stocks | 1,024,978 |
| | Mutual funds | 356,365 |
| | | 1,381,343 |
| | Participant notes receivable | |
| * | Participant notes receivable, interest rates ranging from 5.25% to 10.25% | 433,931 |
| | | $ 29,812,983 |

* Represents a party-in-interest

F051TF

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

SOUTHLAND INDUSTRIES EMPLOYEES' 401(K)
PLAN
EIN 95 1596533
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| | NEW ALTERNATIVES FUND, INC. | Registered Investment Company *NEW ALTERNATIVES FUND | $ 0.00 | $ 1,147.45 |
| | The American Funds | Registered Investment Company Am Fds EuroPacific Grth R4 Fd | $ 0.00 | $ 3,308,156.49 |
| | ABBOTT LABORATORIES | Corporate Stock - Common ABBOTT LABS COM | $ 0.00 | $ 28,746.00 |
| | ALMADEN MINERALS LTD | Corporate Stock - Common ALMADEN MINERALS LTDCOM ISIN#CA020283107 | $ 0.00 | $ 2,361.80 |
| | AMERICAN FUNDS GROUP, INC. | Registered Investment Company AMCAP FUND CLASS A | $ 0.00 | $ 22,910.99 |
| | AMERICAN EXPRESS COMPANY | Corporate Stock - Common AMERICAN EXPRESS COMPANY | $ 0.00 | $ 2,918.56 |
| | APPLE COMPUTER, INC. | Corporate Stock - Common APPLE INC COM | $ 0.00 | $ 214,502.40 |
| | BANK OF AMERICA CORP. | Corporate Stock - Common BANK AMER CORP COM | $ 0.00 | $ 50,998.82 |
| | BERKSHIRE HATHAWAY INC | Corporate Stock - Common BERKSHIRE HATHAWAY INC DEL CL B NEW | $ 0.00 | $ 160,220.00 |
| | Columbia Funds | Registered Investment Company Columbia Small Cap Val I A Fd | $ 0.00 | $ 463,773.99 |
| | CATERPILLAR INC. | Corporate Stock - Common CATERPILLAR INC | $ 0.00 | $ 142,082.22 |
| | CLAYMORE | Corporate Stock - Common CLAYMORE EXCHANGE TRADED FD TR 2 GUGGHEI | $ 0.00 | $ 6,045.00 |
| | CONOCOPHILLIPS | Corporate Stock - Common CONOCOPHILLIPS COM | $ 0.00 | $ 6,810.00 |
| | COSTCO WHOLESALE CORPORATION | Corporate Stock - Common COSTCO WHOLESALE CORP NEW COM | $ 0.00 | $ 3,827.13 |
| | FEDERATED INVESTORS, INC. | Registered Investment Company FEDERATED CAPITAL RESERVES | $ 0.00 | $ 17,870.73 |

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

F051TF

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

SOUTHLAND INDUSTRIES EMPLOYEES' 401(K)
PLAN
EIN 95 1596533
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| | FIDELITY GROUP | Registered Investment Company FIDELITY CONTRA FUND | $ 0.00 | $ 26,684.20 |
| | CLAYMORE ADVISORS, LLC | Corporate Stock - Common FIDUCIARY CLAYMORE MLP OPPORTUNITY FD | $ 0.00 | $ 4,328.00 |
| | FLAHERTY & CRUMRINE PFD | Corporate Stock - Common FLAHERTY & CRUMRINE PFD INCOME FD INC CO | $ 0.00 | $ 3,486.00 |
| | GLOBAL X SILVER MINERS ETF | Corporate Stock - Common GLOBAL X FDS GLOBAL X SILVER MINERS ETF | $ 0.00 | $ 2,713.00 |
| | GOOGLE, INC. | Corporate Stock - Common GOOGLE INC CL A | $ 0.00 | $ 19,007.04 |
| | JOHNSON & JOHNSON | Corporate Stock - Common JOHNSON & JOHNSON COM | $ 0.00 | $ 49,480.00 |
| | KELLOGG COMPANY | Corporate Stock - Common KELLOGG CO | $ 0.00 | $ 30,648.00 |
| | MCDONALD'S CORPORATION | Corporate Stock - Common MCDONALDS CORP | $ 0.00 | $ 53,732.00 |
| | MFS Investment Management | Registered Investment Company MFS Value R3 Fund | $ 0.00 | $ 2,010,587.45 |
| | MICROSOFT CORPORATION | Corporate Stock - Common MICROSOFT CORP COM | $ 0.00 | $ 36,296.00 |
| * | Principal Life Insurance Company | Insurance Company General Prin Fixed Inc Guar Option | $ 0.00 | $ 2,545,818.91 |
| * | Princor Financial Services | Registered Investment Company Prin LargeCap Growth R5 Fund | $ 0.00 | $ 1,716,896.63 |
| * | Princor Financial Services | Registered Investment Company Prin LgCap Growth II R5 Fund | $ 0.00 | $ 208,037.73 |
| * | Princor Financial Services | Registered Investment Company Prin LgCap S&P 500 Idx R5 Fund | $ 0.00 | $ 687,773.69 |
| * | Princor Financial Services | Registered Investment Company Prin LifeTime Str Inc R5 Fund | $ 0.00 | $ 145,614.61 |

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

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SOUTHLAND INDUSTRIES EMPLOYEES' 401(K)
PLAN
EIN 95 1596533
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

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|---|---|---|---|---|
| * | Princor Financial Services | Registered Investment Company Prin LifeTime 2010 R5 Fund | $ 0.00 | $ 392,974.71 |
| * | Princor Financial Services | Registered Investment Company Prin LifeTime 2020 R5 Fund | $ 0.00 | $ 812,535.56 |
| * | Princor Financial Services | Registered Investment Company Prin LifeTime 2030 R5 Fund | $ 0.00 | $ 2,000,155.84 |
| * | Princor Financial Services | Registered Investment Company Prin LifeTime 2040 R5 Fund | $ 0.00 | $ 1,236,894.44 |
| * | Princor Financial Services | Registered Investment Company Prin LifeTime 2050 R5 Fund | $ 0.00 | $ 1,094,127.38 |
| * | Princor Financial Services | Registered Investment Company Prin MidCap S&P 400 Idx R5 Fd | $ 0.00 | $ 2,456,498.87 |
| * | Princor Financial Services | Registered Investment Company Prin SmallCap Growth II R5 Fd | $ 0.00 | $ 1,297,777.50 |
| * | Princor Financial Services | Registered Investment Company Prin SmCap S&P 600 Idx R5 Fund | $ 0.00 | $ 182,377.69 |
| | PEPSICO, INC. | Corporate Stock - Common PEPSICO INC | $ 0.00 | $ 32,665.00 |
| | PIMCO Funds | Registered Investment Company PIMCO Total Return A Fund | $ 0.00 | $ 2,849,285.77 |
| | POWERSHARES | Corporate Stock - Common POWERSHARES EXCHANGE-TRADED FD TR II GLO | $ 0.00 | $ 3,744.00 |
| | POWERSHARES WILDERHILL CLEAN ENERGY | Corporate Stock - Common POWERSHARES EXCHANGETRADED FD TR WILDER | $ 0.00 | $ 3,002.71 |
| | THE PROCTER & GAMBLE COMPANY | Corporate Stock - Common PROCTER & GAMBLE CO COM | $ 0.00 | $ 77,196.00 |
| | The Royce Funds | Registered Investment Company ROYCE Premier Investment Fund | $ 0.00 | $ 1,770,192.73 |
| | SILVERCORP METALS INC | Corporate Stock - Common SILVERCORP METALS INC COM ISIN#CA82835P1 | $ 0.00 | $ 2,566.00 |

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

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SOUTHLAND INDUSTRIES EMPLOYEES' 401(K)
PLAN
EIN 95 1596533
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| | SPROTT PHYSICAL SILVER TRUST ET | Corporate Stock - Common<br>SPROTT PHYSICAL SILVER TR TR UNIT ISIN#C | $ 0.00 | $ 4,221.00 |
| | T. ROWE PRICE FUNDS | Registered Investment Company<br>T ROWE PRICE CAPITAL APPRECIATION | $ 0.00 | $ 33,014.37 |
| | TARGET CORPORATION | Corporate Stock - Common<br>TARGET CORP | $ 0.00 | $ 36,078.00 |
| | Vanguard Group | Registered Investment Company<br>Vanguard Int-Tm Bd Idx Sig Fd | $ 0.00 | $ 1,264,335.00 |
| | Vanguard Group | Registered Investment Company<br>Vanguard TotStk Mkt Idx Sig Fd | $ 0.00 | $ 881,253.04 |
| | Phoenix | Registered Investment Company<br>Virtus Real Estate Sec A Fund | $ 0.00 | $ 799,931.18 |
| | VANGUARD NATURAL RESOURCES LLC | Corporate Stock - Common<br>VANGUARD NAT RES LLCCOM UNIT REPSTG LTD | $ 0.00 | $ 4,447.50 |
| | VANGUARD SPECIAILIZED FUNDS | Corporate Stock - Common<br>VANGUARD SPECIALIZEDPORTFOLIOS DIVIDEND | $ 0.00 | $ 252,624.00 |
| | WALGREEN COMPANY | Corporate Stock - Common<br>WALGREEN CO | $ 0.00 | $ 42,856.00 |
| | WINSLOW GREEN FUNDS | Registered Investment Company<br>WINSLOW GREEN GROWTH FUND INVESTOR CLASS | $ 0.00 | $ 2,113.43 |
| | Participant Loans | Range of Interest Rates<br>Rates Range From 5.25% To 10.25% | $ 0.00 | $ 433,931.00 |
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