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
- ☒ 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
HERITAGE GROUP RETIREMENT SAVINGS PLAN III

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/28/1956

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
CRYSTAL FLASH PETROLEUM, LLC

5400 WEST 86TH STREET
INDIANAPOLIS, IN 46268

2b Employer Identification Number (EIN)
35-0256380

2c Sponsor's telephone number
317-697-8159

2d Business code (see instructions)
447100

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.	07/27/2011	DAVID FRANZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/27/2011	DAVID MARSH
	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")
THE HERITAGE GROUP RETIREMENT COMMITTEE

5400 WEST 86TH STREET
INDIANAPOLIS, IN 46268

3b Administrator's EIN
35-1994696

3c Administrator's telephone number
317-872-6010

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**	233
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**	142
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	184
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	184
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	67
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	19
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:
2K 2J 2G 2F 2E

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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
HERITAGE GROUP RETIREMENT SAVINGS PLAN III

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CRYSTAL FLASH PETROLEUM, LLC

D Employer Identification Number (EIN)
35-0256380

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: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
23-2186884-001	C	309139

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
HERITAGE GROUP RETIREMENT SAVINGS PLAN III

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CRYSTAL FLASH PETROLEUM, LLC

D Employer Identification Number (EIN)
35-0256380

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)	3704	2948
(2) Participant contributions	1b(2)	6350	1618
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	108895	62979
(9) Value of interest in common/collective trusts	1c(9)	367040	309139
(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)	2824550	1828223
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3310539	2204907
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3310539	2204907

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)	65300	
	(B) Participants	2a(1)(B)	125936	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		191236
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	4712	
	(F) Other	2b(1)(F)	369	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5081
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	34488	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		34488
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15190
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		144254
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		390249
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	905850	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		905850
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	802	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		802
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		906652
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-516403
l Transfers of assets:			
(1) To this plan	2l(1)		129
(2) From this plan	2l(2)		589358

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: R J PILE, LLC (2) EIN: 35-0865680

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
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			
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 ... [X] **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)
HERITAGE GROUP RETIREMENT SAVGS PLAN I	35-1002095	001

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
HERITAGE GROUP RETIREMENT SAVINGS PLAN III

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CRYSTAL FLASH PETROLEUM, LLC

D Employer Identification Number (EIN)
35-0256380

Part I Distributions

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

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

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

EIN(s): 23-2186884

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** 38

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):

HERITAGE GROUP RETIREMENT SAVINGS PLAN III

FINANCIAL REPORT

December 31, 2010

CONTENTS

	PAGE
INDEPENDENT AUDITOR'S REPORT	3
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits - December 31, 2010 and 2009	4
Statement of Changes in Net Assets Available for Benefits - Year ended December 31, 2010	5
Notes to Financial Statements	6 - 14
SUPPLEMENTARY INFORMATION:	
Schedules of Reporting Requirements Under Department of Labor's Rules	15 - 16

RJPile LLC
One Indiana Square, Suite 1200, Indianapolis, IN 46204
Tele 317.269.3454 Fax 317.269.3450

INDEPENDENT AUDITOR'S REPORT

To David Marsh
Heritage Group Retirement Savings Plan III
Indianapolis, Indiana

We were engaged to audit the accompanying statements of net assets available for benefits of Heritage Group Retirement Savings Plan III as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules of reporting requirements under Department of Labor's rules, as of and for the year ended December 31, 2010. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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

As discussed in Note 3 to the financial statements, the Board of Managers of Crystal Flash Petroleum, LLC, the Plan's sponsor, voted on December 10, 2010, to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2009 financial statements to the liquidation basis used in presenting the 2010 financial statements.

RJ Pile, LLC

Indianapolis, Indiana
July 25, 2011

HERITAGE GROUP RETIREMENT SAVINGS PLAN III

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments at fair value:		
Registered investment companies funds - participant directed	$ 1,828,223	$ 2,824,550
Vanguard Retirement Savings Trust - participant directed	309,139	367,040
Total investments	2,137,362	3,191,590
Receivables:		
Employer contributions	2,948	3,704
Participant contributions	1,618	6,350
Notes from participants	62,979	108,895
Total receivables	67,545	118,949
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	2,204,907	3,310,539
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(12,173)	(7,935)
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,192,734	$ 3,302,604

See Notes to Financial Statements.

HERITAGE GROUP RETIREMENT SAVINGS PLAN III

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2010

ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments - participant directed	$	144,254
Interest and dividends - participant directed		45,440
Other additions		369
		190,063
Interest income on notes receivable from participants		4,712
Contributions:		
Employer		65,300
Participant		125,936
		191,236
Total additions		386,011
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		905,850
Other		802
Total deductions		906,652
Net increase (decrease)		(520,641)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		3,302,604
Plan transfers:		
Transfer of assets to plan		129
Transfer of assets from plan		(589,358)
Net plan transfers		(589,229)
End of year	$	2,192,734

See Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

December 31, 2010

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

B. Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Concentration of Credit Risk

The Plan invests in investment companies (funds) administered by The Vanguard Group, Inc. The funds' investments are not insured and are affected by the fluctuations in the stock and bond markets.

D. Investment Valuation and Income Recognition

The investments of the Plan are stated at fair value, with the exception of the Vanguard Retirement Savings Trust. The investment in the Vanguard Retirement Savings Trust is stated at fair value with the related adjustment amount to/from contract value disclosed in the Statements of Net Assets Available for Benefits as required by the accounting requirements for fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for the Vanguard Retirement Savings Trust. See Note 8 for further information regarding valuation of the Plan’s investments.

Security transactions are accounted for on the date securities are purchased or sold (trade date). Dividend income is recorded on the ex-dividend date. Interest income is recognized when earned. Capital gain distributions are included in dividend income. Net gains and losses from security transactions are computed using the average cost method based on the beginning market value.

E. Notes Receivable from Participants

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the plan document.

F. Payment of Benefits

Benefits are recorded when paid.

G. Plan Expenses

Investment advisory fees for portfolio management are paid directly from fund earnings; they are included in the fund expense ratio and will not reduce assets of the Plan. All other expenses including administrative costs, legal fees, auditing fees, and other costs were paid by the participating company.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES - continued

H. Reclassifications
Certain prior year balances have been reclassified to conform with current year classifications and presentations.

I. Evaluation of Subsequent Events
The Plan has evaluated subsequent events through July 25, 2011, which is the date the financial statements were available to be issued.

NOTE 2 DESCRIPTION OF PLAN

The participating company of the Plan is Crystal Flash Petroleum, LLC. The following description of Heritage Group Retirement Savings Plan III provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined contribution plan covering all nonunion employees and employees covered by a collective bargaining agreement that specifically provides for participation in this Plan of the Companies. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions
Participants may contribute to the Plan up to 70% of their compensation, subject to limits imposed by Federal tax law. The Company will make contributions based on the matching percentage determined before the first day of each Plan year by the Board of Directors. Additional amounts may be contributed at the option of the Board of Directors at the end of the Plan year and allocated to participants' accounts based upon annual compensation.

Participant Accounts
Each participant's account is credited with the participant's contributions, the Company's contributions, and an allocation of Plan earnings. Allocations are based on a participant's compensation or account value, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participants are immediately vested in their voluntary and company matching contributions plus actual earnings thereon. Vesting in the Company's additional contributions portion of their accounts plus earnings thereon is based on years of continuous service. Effective January 1, 2007, participants are 100% vested after three years of credited service. Prior to this, participants were 100% vested after five years of credited service. As described in Note 3, effective December 31, 2010, all participants became fully vested due to the Plan's termination.

NOTE 2 DESCRIPTION OF PLAN - continued

Payment of Benefits
Upon termination of employment, death, disability, or retirement, the participant may elect to receive a lump sum distribution as soon as administratively feasible following the date on which a distribution is requested or is otherwise payable. A participant who has reached 59 1/2 may elect to receive a portion of their vested account balance. Other distributions may be made as required by Federal and state law.

Investment Options
Participants were able to allocate their contributions to 17 and 20 different Vanguard funds and trusts during 2010 and 2009, respectively.

Participant Loans (Notes Receivable from Participants)
Participants may borrow from their fund accounts the lesser of $50,000, one-half of the vested amount of all the participant's accounts, or 80% of the value of the participant's salary redirection account plus their rollover account. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Loan Fund. Loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1% at either January 1 or July 1, immediately before the date of the loan. An administrative fee is charged for establishing and maintaining the loan. Principal and interest is paid ratably through payroll deductions.

Forfeited Accounts
At December 31, 2010, forfeited nonvested accounts totaled $34,840. Forfeited nonvested accounts will be used to pay plan expenses. Any amount in excess of plan expenses will be distributed to the Plan participants as of December 31, 2010.

NOTE 3 PLAN TERMINATION

On December 10, 2010, the Board of Managers voted to terminate the Plan, effective December 31, 2010. All participants became fully vested in their accumulated benefits as of December 31, 2010.

NOTE 4 RECENT ACCOUNTING PRONOUNCEMENTS ADOPTED

In September 2010, FASB issued an amendment, Plan Accounting—Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans (ASU 2010-25), which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This amendment was effective for periods ending after December 15, 2010, with early adoption permitted. This amendment requires retrospective application to all periods presented.

NOTE 4 RECENT ACCOUNTING PRONOUNCEMENTS ADOPTED - continued

This amendment was adopted for the year ended December 31, 2010, and retrospectively applied to December 31, 2009. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new amendment. The adoption resulted in a reclassification of participant loans totaling $62,979 and $108,895 from investments to notes receivable as of December 31, 2010 and 2009, respectively. There was no impact to the net assets as of December 31, 2010 or 2009, as a result of the adoption.

In January 2010, FASB issued an amendment "Fair Value Measurements and Disclosures - Improving disclosures about Fair Value Measurements" (ASU 2010-06), which requires new disclosures about transfers of financial assets and liabilities between levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. With respect to matters other than Level 3 measurements, the amendment was effective and adopted for periods beginning on or after December 15, 2009. See Note 8 for impact of adoption. The guidance related to Level 3 measurements is effective for periods beginning on or after December 15, 2010. See Note 8 for impact of adoption.

NOTE 5 PARTIES IN INTEREST

There were no known prohibited transactions with known parties in interest as defined in ERISA Section 3(14) and regulations thereunder, including those transactions set forth in ERISA Sections 406 and 407(a) and Internal Revenue Code Section 4975(c).

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company (“VFTC”). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

NOTE 6 INCOME TAX STATUS

The Plan obtained its latest determination letter on April 4, 2003, in which the Internal Revenue Service stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

NOTE 6 INCOME TAX STATUS - continued

The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

NOTE 7 INFORMATION PREPARED AND CERTIFIED BY PLAN TRUSTEE

The following is a summary of the Plan's asset information as of December 31, 2010 and 2009, and for the years ended December 31, 2010 and 2009, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets:

	2010	2009
Investments at December 31:		
Investments at fair value based on quoted market values		
Registered investment companies funds	$1,393,192	$ 1,785,941
Investments at estimated fair value:		
Vanguard Prime Money Market Fund	435,032	1,038,609
Investments at contract value:		
Common/Collective Trusts:		
Vanguard Retirement Savings Trust	296,966	359,105
Participant loans receivable	62,979	108,895
	$2,188,169	$ 3,292,550
Investment income:		
Total interest and dividends	$ 50,152	
Net appreciation on investments at fair value based on quoted market values	144,253	
	$ 194,405	

NOTE 8 FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ASC 820, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010.

Registered investment companies funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Common Collective Trusts: Valued at fair value by discounting the related cash flows based on current yields of similar investments with comparable durations considering the credit-worthiness of the issuer.

Vanguard prime money market fund: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

NOTE 8 FAIR VALUE MEASUREMENTS - continued

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

The following table sets forth by level, with the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Registered Investment Companies Funds:				
Vanguard 500 Index Fund *	$ 107,238	$ -	$ -	$ 107,238
Vanguard Explorer Fund	34,259	-	-	34,259
Vanguard International Growth Fund	76,721	-	-	76,721
Vanguard PRIMECAP Fund *	235,272	-	-	235,272
Vanguard Target Retirement 2005 Fund	-	-	-	-
Vanguard Target Retirement 2015 Fund *	120,587	-	-	120,587
Vanguard Target Retirement 2020 Fund	15,500	-	-	15,500
Vanguard Target Retirement 2025 Fund *	217,628	-	-	217,628
Vanguard Target Retirement 2030 Fund	469	-	-	469
Vanguard Target Retirement 2035 Fund	91,458	-	-	91,458
Vanguard Target Retirement 2045 Fund	21,027	-	-	21,027
Vanguard Target Retirement Income	3,542	-	-	3,542
Vanguard Total Bond Market Index Fund	29,114	-	-	29,114
Vanguard Wellington Fund *	299,615	-	-	299,615
Vanguard Windsor II Fund *	140,761	-	-	140,761
Vanguard Prime Money Market Fund *		435,032	-	435,032
Common Collective Trusts:				
Vanguard Retirement Savings Trust *	-	309,139	-	309,139
Total assets at fair value	$ 1,393,191	$ 744,171	$ -	$ 2,137,362

* Investment represents 5% or more of the Plan's net assets

NOTE 8 FAIR VALUE MEASUREMENTS - continued

The following table sets forth by level, with the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Registered Investment Companies Funds:				
Vanguard 500 Index Fund	$ 117,574	$ -	$ -	$ 117,574
Vanguard Explorer Fund	61,670	-	-	61,670
Vanguard International Growth Fund	93,357	-	-	93,357
Vanguard PRIMECAP Fund *	341,947	-	-	341,947
Vanguard Target Retirement 2005 Fund	889	-	-	889
Vanguard Target Retirement 2015 Fund	96,125	-	-	96,125
Vanguard Target Retirement 2020 Fund	2,237	-	-	2,237
Vanguard Target Retirement 2025 Fund *	184,447	-	-	184,447
Vanguard Target Retirement 2030 Fund	-	-	-	-
Vanguard Target Retirement 2035 Fund	74,726	-	-	74,726
Vanguard Target Retirement 2045 Fund	16,931	-	-	16,931
Vanguard Target Retirement Income	4,257	-	-	4,257
Vanguard Total Bond Market Index Fund	107,677	-	-	107,677
Vanguard Wellington Fund *	461,433	-	-	461,433
Vanguard Windsor II Fund *	222,671	-	-	222,671
Vanguard Prime Money Market Fund *	-	1,038,609	-	1,038,609
Common Collective Trusts:				
Vanguard Retirement Savings Trust *	-	367,040	-	367,040
Total assets at fair value	$ 1,785,941	$ 1,405,649	$ -	$ 3,191,590

* Investment represents 5% or more of the Plan's net assets

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2010 there were no significant transfers in or out of Levels 1, 2, or 3.

NOTE 9 RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500 at December 31, 2010 and 2009:

	2010	2009
Net assets available for benefits per the financial statements	$2,192,734	$ 3,302,604
Difference in reporting of benefit-responsive investments at contract value per the financial statements and fair value per the Form 5500	12,173	7,935
Net assets available for benefits per Form 5500	$2,204,907	$ 3,310,539

The following is a reconciliation of total additions per the financial statements to the Form 5500 for the year ended December 31, 2010:

	2010
Total additions per the financial statements	$ 386,011
Difference in reporting of income of benefit-responsive investments at contract value per the financial statements and fair value per the Form 5500	4,238
	$ 390,249

HERITAGE GROUP RETIREMENT SAVINGS PLAN III
EIN 35-0256380
PLAN 001

STATEMENT 1
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Year Ended December 31, 2010

ATTACHMENT TO 2010 FORM 5500, SCHEDULE H, LINE 4(i):

(a)	(b) Identity Of Issue	(c) Investment Type	(d) Cost	(e) Current Value
*	Vanguard 500 Index Fund	Registered Invest. Co.	$ 96,098	$ 107,238
*	Vanguard Explorer Fund	Registered Invest. Co.	26,972	34,259
*	Vanguard Int'l Growth Fund	Registered Invest. Co.	75,483	76,721
*	Vanguard Prime Money Mkt	Registered Invest. Co.	435,032	435,032
*	Vanguard PRIMECAP Fund	Registered Invest. Co.	196,750	235,272
*	Vanguard Target Retirement 2015 Fund	Registered Invest. Co.	116,724	120,587
*	Vanguard Target Retirement 2020 Fund	Registered Invest. Co.	14,495	15,500
*	Vanguard Target Retirement 2025 Fund	Registered Invest. Co.	204,754	217,628
*	Vanguard Target Retirement 2030 Fund	Registered Invest. Co.	427	469
*	Vanguard Target Retirement 2035 Fund	Registered Invest. Co.	87,363	91,458
*	Vanguard Target Retirement 2045 Fund	Registered Invest. Co.	17,271	21,027
*	Vanguard Target Retirement Income	Registered Invest. Co.	3,152	3,542
*	Vanguard Total Bond Mkt Idx	Registered Invest. Co.	28,920	29,114
*	Vanguard Wellington Fund	Registered Invest. Co.	284,442	299,615
*	Vanguard Windsor II Fund	Registered Invest. Co.	149,250	140,761
*	Vanguard Retirement Savings Trust	Common/Collective Trust	296,966	309,139
		Investments as reported on Statement of Net Assets	2,034,099	2,137,362
*	Participant Loans	Participant Notes Receivable, 4.25% - 9.25%	62,979	62,979
		Investments as reported on Schedule H, Line 4i	$2,097,078	$2,200,341

***** Party in Interest

HERITAGE GROUP RETIREMENT SAVINGS PLAN III
EIN 35-0256380
PLAN 001

STATEMENT 2
SCHEDULE OF REPORTING REQUIREMENTS UNDER DEPARTMENT OF LABOR'S RULES
Year Ended December 31, 2010

No activity to report in current period for the following:

Schedule of Assets Held for Investment Purposes Which Were Both Acquired and Disposed Within the Plan Year

Schedule of Reportable Transactions

Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Schedule of Leases In Default or Classified as Uncollectible

There were no nonexempt transactions to report for the year ended December 31, 2010.

HERITAGE GROUP RETIREMENT SAVINGS PLAN III
EIN 35-0256380
PLAN 001

STATEMENT 1
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Year Ended December 31, 2010

ATTACHMENT TO 2010 FORM 5500, SCHEDULE H, LINE 4(i):

(a)	(b) Identity Of Issue	(c) Investment Type	(d) Cost	(e) Current Value
*	Vanguard 500 Index Fund	Registered Invest. Co.	$ 96,098	$ 107,238
*	Vanguard Explorer Fund	Registered Invest. Co.	26,972	34,259
*	Vanguard Int'l Growth Fund	Registered Invest. Co.	75,483	76,721
*	Vanguard Prime Money Mkt	Registered Invest. Co.	435,032	435,032
*	Vanguard PRIMECAP Fund	Registered Invest. Co.	196,750	235,272
*	Vanguard Target Retirement 2015 Fund	Registered Invest. Co.	116,724	120,587
*	Vanguard Target Retirement 2020 Fund	Registered Invest. Co.	14,495	15,500
*	Vanguard Target Retirement 2025 Fund	Registered Invest. Co.	204,754	217,628
*	Vanguard Target Retirement 2030 Fund	Registered Invest. Co.	427	469
*	Vanguard Target Retirement 2035 Fund	Registered Invest. Co.	87,363	91,458
*	Vanguard Target Retirement 2045 Fund	Registered Invest. Co.	17,271	21,027
*	Vanguard Target Retirement Income	Registered Invest. Co.	3,152	3,542
*	Vanguard Total Bond Mkt Idx	Registered Invest. Co.	28,920	29,114
*	Vanguard Wellington Fund	Registered Invest. Co.	284,442	299,615
*	Vanguard Windsor II Fund	Registered Invest. Co.	149,250	140,761
*	Vanguard Retirement Savings Trust	Common/Collective Trust	296,966	309,139
		Investments as reported on Statement of Net Assets	2,034,099	2,137,362
*	Participant Loans	Participant Notes Receivable, 4.25% - 9.25%	62,979	62,979
		Investments as reported on Schedule H, Line 4i	$2,097,078	$2,200,341

***** Party in Interest