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
U.S. POLE COMPANY, INC. 401(K) PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1985

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

660 WEST AVENUE O
PALMDALE, CA 93551

2b Employer Identification Number (EIN)
95-3939062

2c Sponsor's telephone number
661-233-2000

2d Business code (see instructions)
812990

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.	07/28/2011	SONIA WASSEF
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
U.S. POLE COMPANY, INC.

660 WEST AVENUE O
PALMDALE, CA 93551

3b Administrator's EIN
95-3939062

3c Administrator's telephone number
661-233-2000

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**	194
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**	161
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	8
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	169
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	169
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	169
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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 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)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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	**B** Three-digit plan number (PN) ▶	
U.S. POLE COMPANY, INC. 401(K) PLAN & TRUST		001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
U.S. POLE COMPANY, INC.	95-3939062

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(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?
15 37 38 49 50 59 60 62 63 64 65 72 99	N/A	6475	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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?
49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	54	Yes [ ] No [X]

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

RELIANCE TRUST COMPANY

58-1428634

(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?
19 99 25	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	135	Yes [ ] No [X]

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

GPC SECURITIES, INC.

58-1517899

(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?
15 64 65	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	1215	Yes [ ] No [X]

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

COMERICA SECURITIES INC.

38-2621207

(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?
55	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	11209	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 [ ]

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
HARTFORD RETIREMENT SERVICES, LLC	52 59 60 62 63	0

(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.
SEE FEE AND COMPENSATION DISCLOSURE 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR ASSOCIATES, LLC	27 99	54

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 99 25	135

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

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
GPC SECURITIES, INC.	15 64 65	1215

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
COMERICA SECURITIES INC.	55	11209

(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.
HARTFORD SECURITIES DISTRIBUTION CO 06-1408044	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
U.S. POLE COMPANY, INC. 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. POLE COMPANY, INC.

D Employer Identification Number (EIN)
95-3939062

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	220589	209578
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2257581	2699957
(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	2478170	2909535
	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	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2478170	2909535

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)	44760	
	(B) Participants	2a(1)(B)	136593	
	(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)		181353
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)	15070	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15070
	(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)	106563	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		106563
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		184782
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		487768
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	39339	
(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)		39339
f Corrective distributions (see instructions)	2f		10589
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	6475	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6475
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		56403
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		431365
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FARBER HASS HURLEY LLP (2) EIN: 77-0254835

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		250000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
U.S. POLE COMPANY, INC. 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. POLE COMPANY, INC.

D Employer Identification Number (EIN)
95-3939062

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): 06-0974148

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):

Farber Hass Hurley LLP

Certified Public Accountants

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Granada Hills, CA 91344
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Facsimile: (818) 895-1994

July 27, 2011

To Board of Trustees:
U.S. Pole Company, Inc.
401(K) Plan and Trust

We have conducted a DOL limited-scope audit of the financial statements of U.S Pole Company, Inc. 401k(K) Plan and Trust for the year ended December 31, 2010 and have issued our report thereon dated July 26, 2011. 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 C to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedules taken as a whole. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you May 5, 2011. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by U.S Pole Company, Inc. 401k(K) Plan and Trust are described in Note B to the financial statements.

In September 2010, the Financial Accounting Standards Board issued Accounting Standard Update 2010-25 (ASU-2010-25) *Reporting Loans to Participants by Defined Contribution Pension Plans.* ASU-2010-25 requires defined contribution plans to report loans to participants as notes receivable rather than plan investments subject to fair value reporting. ASU-2010-25 is effective for plan years ending after December 15, 2010. The Plan adopted it in 2010 and it did not have any impact on the net assets available for benefits.

We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements was:

> Management's estimate of the Fair Value Measurements is based on guidance from ASC 820. We evaluated the key factors and assumptions used to develop the fair value measurements in determining that it is reasonable in relation to the financial statements taken as a whole.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated July 26, 2011.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Plan's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

During our audit we noted that the current fiduciary liability insurance amount ($250,000) is less than 10% of total net assets of the Plan or $500,000. As such, we recommended the plan management to increase this amount to be in compliance in 2011 Plan year.

Other Information in Documents Containing Audited Financial Statements

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

This information is intended solely for the use of Board of Trustees and management of U.S Pole Company, Inc. 401(K) Plan and Trust and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

Farber Hass Hurley LLP

2010 Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in understanding the fees and compensation associated with your plan. If your plan is required to complete a *Form 5500 Schedule C* , this report identifies the different types of reportable compensation paid with respect to the Hartford product utilized by the retirement plan.

As permitted under the Schedule C reporting rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate, or a formula or rate.

- Where it is an actual dollar amount, no further notation is provided.
- Where it is an estimate, we have used a reasonable method to arrive at the estimate and described the method used to arrive at the estimated amount.
- Where a formula or rate is provided, the formula may be disclosed under the Schedule C reporting rules. Alternatively, for purposes of Schedule C or for your fiduciary review of the compensation paid with respect to the plan's product, you may calculate an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies. Thus, much of the compensation information being provided can be expressed in the form of a formula.

Please note that all compensation is being reported for the 2010 calendar year. This report includes compensation actually paid to or by The Hartford within the 2010 calendar year as part of your Hartford product. This report does not include amounts deducted from plan assets and paid to third parties (other than The Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here directly from other service providers.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. These service codes are listed in the 2010 Instructions for Schedule C (Form 5500). Please review with your experienced benefits counsel and other professionals to determine the most appropriate service codes for your plan.

Please contact your Hartford Client Service Team should you require additional information regarding the compensation paid to or by The Hartford with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice or accounting or other professional services. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

U S POLE INC 401K PLAN (110524742)
PLAN YEAR END: 12/31

For use with lines 2(h), 3(c), 3(d), 3(e)

Recipient: Hartford Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 59, 60, 62, 63, 64, 65, 72, 99, 50 (if direct compensation amount reflected below)

1. Direct Compensation **$6,474.99**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the 2010 calendar year. Of this amount, our records indicate that Hartford Retirement Services, LLC received **$6,474.99**. Please review your records to determine what other service providers (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, plan auditor) received all or any portion of the remaining amount.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Retirement Services, LLC are the net result of aggregating direct compensation after the effects of adjustments processed in 2010, some of which may have pertained to prior years.

2. Indirect Compensation

Float compensation Payor: Reliance Trust Company EIN: 58-1428634 **$0.27**

This is an estimate based on the average annual rate of float compensation (0.01% for 2010) earned on certain processing bank accounts for the 2010 calendar year multiplied by an estimate of the assets related to uncashed checks. This estimate does not include float earned for any other reason (e.g., if amounts remitted to Hartford cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

Compensation paid with respect to Funds

Investment Option Name	*EIN*	*Fees[1] Received from Funds on Your Plan's Menu (rates as of 12/31/10)*	*Fund's Total Annual Expenses[2] (as of 12/31/10)*
AMERICAN FUNDS EUROPACIFIC-R2	95-1411037	1.00% x assets	1.66%
AMERICAN FUNDS GROWTH FUND-R2	52-0792143	1.00% x assets	1.41%
FRANKLIN US GOVT SECURITIES FD-R	13-2573775	0.60% x assets plus $16/participant	1.09%
HARTFORD SMALL COMPANY-R3	22-2937447	0.85% x assets	1.65%
INVESCO MID CAP CORE EQUITY FD-R	94-2362417	0.60% x assets plus $16/participant	1.49%
INVESCO REAL ESTATE-R	76-0343427	0.60% x assets plus $16/participant	1.57%
INVESCO SMALL CAP EQUITY FUND-R	06-0841973	0.60% x assets plus $16/participant	1.77%
INVESCO VAN KAMPEN COMSTOCK R	76-0343427	0.60% x assets plus $16/participant	1.14%
MFS CASH RESERVE FUND-R2	04-3158862	0.18% x assets	0.27%
MFS LIFETIME 2010 FUND-R2	04-2747644	0.84% x assets	0.60%
MFS LIFETIME 2020 FUND-R2	04-2747644	0.84% x assets	0.60%
MFS LIFETIME 2030 FUND-R2	04-2747644	0.84% x assets	0.60%
MFS LIFETIME 2040 FUND-R2	04-2747644	0.84% x assets	0.60%
MFS LIFETIME RETIREMT INCOME-R2	04-2747644	0.84% x assets	0.60%

Investment Option Name	*EIN*	*Fees[1] Received from Funds on Your Plan's Menu (rates as of 12/31/10)*	*Fund's Total Annual Expenses[2] (as of 12/31/10)*
MUNDER INDEX 500 FUND-R	20-5982541	0.50% x assets	1.07%
OPPENHEIMER GOLD & SPEC MINER-N	13-3155639	0.60% x assets plus $16/participant	1.49%
PIMCO TOTAL RETURN-R	33-0629048	0.65% x assets	1.15%
PIONEER MID CAP VALUE FUND-R	04-3091159	0.60% x assets plus $16/participant	1.66%
PRUD JENNISON MID CAP GROWTH-R	13-2631108	0.60% x assets plus $16/participant	0.82%
VICTORY SMALL COMPANY OPPOR FD-R	31-6364605	0.60% x assets plus $16/participant	1.65%

The list includes any investment option held by the plan during the 2010 calendar year. To arrive at an estimate of the dollar amount that Hartford received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

[1] Please note that Hartford Retirement Services, LLC's affiliate, Hartford Securities Distribution Company, Inc., receives the sales compensation (12b-1 fees) portion of this amount. After compensating the plan's broker-dealer firm, if applicable, any residual amount is paid to Hartford Retirement Services, LLC.

[2] This amount is the sum of the fund's distribution, management and other fees, which are also identified in the fund's prospectus. Please note that affiliates of Hartford Retirement Services, LLC act as advisor to the Hartford funds. Such affiliates are identified in the fund's prospectus' and receive management fees in the following amounts:

The Hartford Small Company Inv Opt	0.82% x assets

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Code: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **$54.00**

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.

Recipient: Reliance Trust Company EIN: 58-7428634

Indirect Compensation

Custodial/Trust service fee **$135.00**
Service Codes: 19, 99, 25 (if Reliance Trust Company is acting as directed trustee)

Payors: Hartford Life Insurance Company EIN: 06-0974148
Hartford Retirement Services, LLC EIN: 26-1589907

Recipient: GPC Securities, Inc. EIN: 58-1517899

Service Codes: 15, 64, 65

Indirect Compensation

Transaction Processing Services Payor: Hartford Retirement Services, LLC EIN: 26-1589907 **$1,214.98**

Recipient: Comerica Securities Inc EIN: 38-2621207

Indirect Compensation

Sales commission	Payor: Hartford Securities Distribution Company, Inc.	EIN: 06-1408044	**$11,208.77**

U.S. POLE COMPANY, INC.
401(K) PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2010

FARBER HASS HURLEY LLP
CERTIFIED PUBLIC ACCOUNTANTS

U.S. POLE COMPANY, INC.
401(K) PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2010

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST
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DECEMBER 31, 2010

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Farber Hass Hurley LLP

Certified Public Accountants

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
U.S. Pole Company, Inc. 401(K) Plan and Trust

We were engaged to audit the accompanying statements of net assets available for benefits of the U.S. Pole Company, Inc. 401(K) Plan and Trust (the "Plan") 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 Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010. These financial statements and 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 Note C, which was certified by Reliance Trust Company, the directed trustee of the Plan, except for comparing the information with the related information included in the financial statements and 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 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and 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.



Farber Hass Hurley LLP

Granada Hills, California
July 26, 2011

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments - at fair value	$ 2,699,957	$ 2,257,581
Notes receivable from participants	209,578	220,589
Total assets	2,909,535	2,478,170
LIABILITIES:		
Refundable excess contributions	1,308	10,589
Net assets available for benefits	$ 2,908,227	$ 2,467,581

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

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010

Additions to net assets attributable to:	
Contributions:	
Participant deferrals	$ 136,593
Employer contributions, net of forfeitures of $13,230	44,760
Total contributions	181,353
Investment activity:	
Dividends	106,563
Net appreciation in fair value of investments	184,782
Total investment income	291,345
Interest income on notes receivable from participants	15,070
Total additions	487,768
Deductions to net assets attributable to:	
Benefits paid to participants	40,647
Administrative expenses	6,475
Total deductions	47,122
Net increase	440,646
Net assets available for benefits:	
Beginning of year	2,467,581
End of year	$ 2,908,227

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the U.S. Pole Company, Inc. 401(k) Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

U.S. Pole Company, Inc. (the "Company") maintains a prototype defined contribution pension plan. The Plan was established in 1985 and covers substantially all of the Company's employees and substantially all employees of Alcastco, Inc., a 100% owned subsidiary of the Company. An employee becomes eligible for the Plan when he or she has attained age 21 and has completed 90 days of service with the Company. An employee may enroll in the plan in any month after becoming eligible. The trustee of the Plan is Reliance Trust Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, as defined in the Plan, to the maximum extent allowed by law ($16,500 for 2010). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to $5,000 for 2010. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers more than twenty mutual funds, a guaranteed portfolio fund, and a guaranteed certificate fund as investment options for participants. The Company has the option to make a matching contribution for Plan participants but is not required to do so under the plan. During the year, the Company elected to match 50% of participant contributions up to 6% of participant compensation. The participants also direct the investment of the Company matching contribution. Contributions are subject to certain limitations.

3. Investment Options

Participants can direct employee and employer contributions, as desired, in any of a variety of investment options held by The Hartford Retirement Services. Participants can change their investment options daily.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

4. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

5. Vesting

Participant contributions, rollovers, Employer qualified non-elective contributions and actual earnings on all such contributions are fully vested at all times. Vesting of Employer matching contributions, Employer non-elective contributions, and actual earnings on such contributions was based upon the participant's years of service with the Employer as follows:

Years of Service	Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

6. Benefit Payments

Upon termination of service or retirement, participants are entitled to receive a lump-sum amount equal to the value of his or her vested account balances. In the event of death or disability, a participant's beneficiary or the participant is entitled to the total value of the participant's account.

7. Forfeitures

Forfeitures of terminated participants' nonvested accounts are applied against future Company matching contributions or reallocated to participants. As of December 31, 2010 and 2009, outstanding forfeitures available totaled $0 and $11,637 respectively, and are included in net assets available for benefits.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

8. Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. All notes receivables are secured by the balance in the participant's account and bear interest at rates ranging from 7% to 9.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through monthly payroll deductions.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The accompanying financial statements have been prepared based on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States and present the net assets available for benefits and changes in net assets available for benefits.

2. Plan Administration

The Company is the Plan sponsor and the Plan administrator. The Plan administrator is responsible for carrying out the duties imposed under ERISA.

3. Use of Estimates

The preparation of financial statements in conformity with 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.

4. New Accounting Pronouncements

In September 2010, the Financial Accounting Standards Board issued Accounting Standard Update 2010-25 (ASU-2010-25) *Reporting Loans to Participants by Defined Contribution Pension Plans.* ASU-2010-25 requires defined contribution plans to report loans to participants as notes receivable rather than plan investments subject to fair value reporting. ASU-2010-25 is effective for plan years ending after December 15, 2010. The Plan adopted it in 2010 and it did not have any impact on the net assets available for benefits.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

5. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans receivable are valued at cost which approximate fair value. Interest income is recorded as earned on the accrual basis. Dividend income is recorded on the ex-dividend date.

6. Risks and Uncertainties

The Plan provides for various investment options in mutual funds. 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

The Plan invests, through mutual funds, in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

7. Payment of Benefits

Benefits are recorded when paid.

8. Administrative Expenses

Substantially all out-of-pocket administrative expenses of the Plan are paid by the Company.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

9. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the plan document.

10. Reclassifications

Certain prior year amounts have been reclassified to conform to the current year's presentation.

11. Subsequent Events

The Plan has evaluated subsequent events through July 26, 2011, the date the financial statements were available to be issued.

NOTE C - INVESTMENTS AND CERTIFICATION BY TRUSTEE

The trustee, Reliance Trust Company, has been granted discretionary authority to invest and reinvest the assets of the trust, subject to the investment discretion of the individual participants over Company contributions and participant contributions.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Reliance Trust Company, the directed trustee of the Plan, as complete and accurate, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments and notes receivable from participants held and certified by Reliance Trust Company, the directed trustee, in the accompanying statements of net assets available for plan benefits were $2,909,535 and $2,478,170 as of December 31, 2010 and 2009, respectively. Net investment income certified by Reliance Trust Company was $306,415 at December 31, 2010.

NOTE C - INVESTMENTS AND CERTIFICATION BY TRUSTEE (continued)

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $184,782. These investments consist of mutual funds offered by the trustee.

Investments that represent 5% or more of total net assets available for benefits as of December 31, 2010 and 2009 were as follows:

	2010		2009
Investments at fair value as determined by quoted market price:			
PIMCO Total Return R	$ 860,881		$ 750,518
MFS Lifetime 2030 R3	$ 531,301		$ 443,493
American Funds Growth Fund R2	$ 220,532		$ 225,552
Oppenheimer Gold &Spec	$ 215,569	*	$ 33,858
American Funds EuroPacific R2	$ 195,872		$ 208,823

*Investment balance is less than 5% of the Plan's net assets

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC 820), *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs 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 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

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

NOTE D - FAIR VALUE MEASUREMENTS (continued)

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

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

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

NOTE D - FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010:

	Level 1	*Level 2*	*Level 3*	*Total*
Mutual Funds:				
Income funds	$949,041	$ -	$ -	949,041
Small Cap funds	110,659	-	-	110,659
Money Market	76,665	-	-	76,665
Large Value funds	50,391	-	-	50,391
Mid Cap funds	74,389	-	-	74,389
Equity funds	215,569	-	-	215,569
Int'l funds	195,872	-	-	195,872
Target funds	713,400	-	-	713,400
Growth funds	233,154	-	-	233,154
Index funds	-	80,817	-	80,817
Total mutual funds	2,619,140	80,817	-	2,699,957
Total assets at fair value	$ 2,619,140	$ 80,817	$ -	$ 2,699,957

Assets at Fair Value as of December 31, 2009:

	Level 1	*Level 2*	*Level 3*	*Total*
Mutual Funds:				
Income funds	$816,296	$ -	$ -	$816,296
Small Cap funds	104,793	-	-	104,793
Money Market	70,070	-	-	70,070
Large Value funds	57,547	-	-	57,547
Mid Cap funds	33,702	-	-	33,702
Equity funds	33,858	-	-	33,858
Int'l funds	208,823	-	-	208,823
Target funds	605,177	-	-	605,177
Growth funds	234,877	-	-	234,877
Small Value funds	248			248
Index funds	-	92,190	-	92,190
Total mutual funds	2,165,391	92,190	-	2,257,581
Total assets at fair value	$ 2,165,391	$ -	$ -	$ 2,257,581

NOTE E - PARTY-IN-INTEREST TRANSACTIONS

The trustee is a party-in-interest with respect to the Plan. All investments were held with the trustee. Loans receivable from Plan participants and the related interest income are also considered party-in-interest transactions.

NOTE F - INCOME TAX STATUS

The Employer adopted a volume submitter document, which received a favorable opinion letter from the Internal Revenue Service (IRS) on January 1, 2009, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Administration errors, if any, that are insignificant or operational in nature, are handled by the administrator in accordance with applicable IRS correction policies.

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 Internal Revenue Service. 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 G - PLAN TERMINATION

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

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2010	2009
Net assets available for benefits per the financial statements	$ 2,908,227	$ 2,467,581
Refundable excess contribution	1,308	10,589
Net assets available for benefits per the 5500	$ 2,909,535	$ 2,478,170

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

Net increase per financial statements	$ 440,646
Refundable excess contribution from 2009	(10,589)
Refundable excess contribution in 2010	1,308
Net increase per Form 5500	$ 431,365

SCHEDULES FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2010

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST

Plan Number: 001 EIN: 95-3939062

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

As of December 31, 2010

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Hartford Retirement Services, LLC	PIMCO Total Return R	**	$ 860,881
*	Hartford Retirement Services, LLC	MFS Lifetime 2030 R2	**	531,301
*	Hartford Retirement Services, LLC	AIM Small Cap Equity Fund R	**	110,659
*	Hartford Retirement Services, LLC	American Funds Growth Fund R2	**	220,532
*	Hartford Retirement Services, LLC	American Funds EuroPacific R2	**	195,872
*	Hartford Retirement Services, LLC	MFS Lifetime Retirement Income R2	**	993
*	Hartford Retirement Services, LLC	MFS Lifetime 2040 R2	**	99,099
*	Hartford Retirement Services, LLC	MFS Cash Reserve Fund - R2	**	76,665
*	Hartford Retirement Services, LLC	Munder Index 500 R	**	80,817
*	Hartford Retirement Services, LLC	Van Kampen Comstock R	**	50,391
*	Hartford Retirement Services, LLC	Pioneer Mid Cap Value R	**	33,820
*	Hartford Retirement Services, LLC	AIM Mid Cap Core Equity Fund - R	**	40,569
*	Hartford Retirement Services, LLC	Franklin U.S. Government Secs R	**	52,337
*	Hartford Retirement Services, LLC	MFS Lifetime 2010 R2	**	60,546
*	Hartford Retirement Services, LLC	Prud Jennison Mid Cap Growth	**	12,622
*	Hartford Retirement Services, LLC	AIM Real Estate	**	34,830
*	Hartford Retirement Services, LLC	Oppenheimer Gold & Spec Miner	**	215,569
*	Hartford Retirement Services, LLC	MFS Lifetime 2020 R2	**	22,454
		Total Investments		2,699,957
*	Notes receivable from participants	7% to 9.25%	-0-	209,578
		Total Assets		$ 2,909,535

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

U.S. POLE COMPANY, INC.
401(K) PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2010

FARBER HASS HURLEY LLP
CERTIFIED PUBLIC ACCOUNTANTS

U.S. POLE COMPANY, INC.
401(K) PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2010

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST
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DECEMBER 31, 2010

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Farber Hass Hurley LLP

Certified Public Accountants

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Telephone: (818) 895-1943
Facsimile: (818) 895-1994

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
U.S. Pole Company, Inc. 401(K) Plan and Trust

We were engaged to audit the accompanying statements of net assets available for benefits of the U.S. Pole Company, Inc. 401(K) Plan and Trust (the "Plan") 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 Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010. These financial statements and 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 Note C, which was certified by Reliance Trust Company, the directed trustee of the Plan, except for comparing the information with the related information included in the financial statements and 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 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and 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.



Farber Hass Hurley LLP

Granada Hills, California
July 26, 2011

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments - at fair value	$ 2,699,957	$ 2,257,581
Notes receivable from participants	209,578	220,589
Total assets	2,909,535	2,478,170
LIABILITIES:		
Refundable excess contributions	1,308	10,589
Net assets available for benefits	$ 2,908,227	$ 2,467,581

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

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010

Additions to net assets attributable to:	
Contributions:	
Participant deferrals	$ 136,593
Employer contributions, net of forfeitures of $13,230	44,760
Total contributions	181,353
Investment activity:	
Dividends	106,563
Net appreciation in fair value of investments	184,782
Total investment income	291,345
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Total additions	487,768
Deductions to net assets attributable to:	
Benefits paid to participants	40,647
Administrative expenses	6,475
Total deductions	47,122
Net increase	440,646
Net assets available for benefits:	
Beginning of year	2,467,581
End of year	$ 2,908,227

The accompanying notes are an integral part of this financial statement.

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The following description of the U.S. Pole Company, Inc. 401(k) Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

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2. Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, as defined in the Plan, to the maximum extent allowed by law ($16,500 for 2010). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to $5,000 for 2010. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers more than twenty mutual funds, a guaranteed portfolio fund, and a guaranteed certificate fund as investment options for participants. The Company has the option to make a matching contribution for Plan participants but is not required to do so under the plan. During the year, the Company elected to match 50% of participant contributions up to 6% of participant compensation. The participants also direct the investment of the Company matching contribution. Contributions are subject to certain limitations.

3. Investment Options

Participants can direct employee and employer contributions, as desired, in any of a variety of investment options held by The Hartford Retirement Services. Participants can change their investment options daily.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

4. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

5. Vesting

Participant contributions, rollovers, Employer qualified non-elective contributions and actual earnings on all such contributions are fully vested at all times. Vesting of Employer matching contributions, Employer non-elective contributions, and actual earnings on such contributions was based upon the participant's years of service with the Employer as follows:

Years of Service	Percentage
Less than 2	0%
2	20%
3	40%
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6. Benefit Payments

Upon termination of service or retirement, participants are entitled to receive a lump-sum amount equal to the value of his or her vested account balances. In the event of death or disability, a participant's beneficiary or the participant is entitled to the total value of the participant's account.

7. Forfeitures

Forfeitures of terminated participants' nonvested accounts are applied against future Company matching contributions or reallocated to participants. As of December 31, 2010 and 2009, outstanding forfeitures available totaled $0 and $11,637 respectively, and are included in net assets available for benefits.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

8. Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. All notes receivables are secured by the balance in the participant's account and bear interest at rates ranging from 7% to 9.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through monthly payroll deductions.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The accompanying financial statements have been prepared based on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States and present the net assets available for benefits and changes in net assets available for benefits.

2. Plan Administration

The Company is the Plan sponsor and the Plan administrator. The Plan administrator is responsible for carrying out the duties imposed under ERISA.

3. Use of Estimates

The preparation of financial statements in conformity with 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.

4. New Accounting Pronouncements

In September 2010, the Financial Accounting Standards Board issued Accounting Standard Update 2010-25 (ASU-2010-25) *Reporting Loans to Participants by Defined Contribution Pension Plans.* ASU-2010-25 requires defined contribution plans to report loans to participants as notes receivable rather than plan investments subject to fair value reporting. ASU-2010-25 is effective for plan years ending after December 15, 2010. The Plan adopted it in 2010 and it did not have any impact on the net assets available for benefits.

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The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans receivable are valued at cost which approximate fair value. Interest income is recorded as earned on the accrual basis. Dividend income is recorded on the ex-dividend date.

6. Risks and Uncertainties

The Plan provides for various investment options in mutual funds. 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

The Plan invests, through mutual funds, in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

7. Payment of Benefits

Benefits are recorded when paid.

8. Administrative Expenses

Substantially all out-of-pocket administrative expenses of the Plan are paid by the Company.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

9. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the plan document.

10. Reclassifications

Certain prior year amounts have been reclassified to conform to the current year's presentation.

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The Plan has evaluated subsequent events through July 26, 2011, the date the financial statements were available to be issued.

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The trustee, Reliance Trust Company, has been granted discretionary authority to invest and reinvest the assets of the trust, subject to the investment discretion of the individual participants over Company contributions and participant contributions.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Reliance Trust Company, the directed trustee of the Plan, as complete and accurate, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments and notes receivable from participants held and certified by Reliance Trust Company, the directed trustee, in the accompanying statements of net assets available for plan benefits were $2,909,535 and $2,478,170 as of December 31, 2010 and 2009, respectively. Net investment income certified by Reliance Trust Company was $306,415 at December 31, 2010.

NOTE C - INVESTMENTS AND CERTIFICATION BY TRUSTEE (continued)

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $184,782. These investments consist of mutual funds offered by the trustee.

Investments that represent 5% or more of total net assets available for benefits as of December 31, 2010 and 2009 were as follows:

	2010		2009
Investments at fair value as determined by quoted market price:			
PIMCO Total Return R	$ 860,881		$ 750,518
MFS Lifetime 2030 R3	$ 531,301		$ 443,493
American Funds Growth Fund R2	$ 220,532		$ 225,552
Oppenheimer Gold &Spec	$ 215,569	*	$ 33,858
American Funds EuroPacific R2	$ 195,872		$ 208,823

*Investment balance is less than 5% of the Plan's net assets

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC 820), *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs 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 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

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

NOTE D - FAIR VALUE MEASUREMENTS (continued)

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

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

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

NOTE D - FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010:

	Level 1	*Level 2*	*Level 3*	*Total*
Mutual Funds:				
Income funds	$949,041	$ -	$ -	949,041
Small Cap funds	110,659	-	-	110,659
Money Market	76,665	-	-	76,665
Large Value funds	50,391	-	-	50,391
Mid Cap funds	74,389	-	-	74,389
Equity funds	215,569	-	-	215,569
Int'l funds	195,872	-	-	195,872
Target funds	713,400	-	-	713,400
Growth funds	233,154	-	-	233,154
Index funds	-	80,817	-	80,817
Total mutual funds	2,619,140	80,817	-	2,699,957
Total assets at fair value	$ 2,619,140	$ 80,817	$ -	$ 2,699,957

Assets at Fair Value as of December 31, 2009:

	Level 1	*Level 2*	*Level 3*	*Total*
Mutual Funds:				
Income funds	$816,296	$ -	$ -	$816,296
Small Cap funds	104,793	-	-	104,793
Money Market	70,070	-	-	70,070
Large Value funds	57,547	-	-	57,547
Mid Cap funds	33,702	-	-	33,702
Equity funds	33,858	-	-	33,858
Int'l funds	208,823	-	-	208,823
Target funds	605,177	-	-	605,177
Growth funds	234,877	-	-	234,877
Small Value funds	248			248
Index funds	-	92,190	-	92,190
Total mutual funds	2,165,391	92,190	-	2,257,581
Total assets at fair value	$ 2,165,391	$ -	$ -	$ 2,257,581

NOTE E - PARTY-IN-INTEREST TRANSACTIONS

The trustee is a party-in-interest with respect to the Plan. All investments were held with the trustee. Loans receivable from Plan participants and the related interest income are also considered party-in-interest transactions.

NOTE F - INCOME TAX STATUS

The Employer adopted a volume submitter document, which received a favorable opinion letter from the Internal Revenue Service (IRS) on January 1, 2009, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Administration errors, if any, that are insignificant or operational in nature, are handled by the administrator in accordance with applicable IRS correction policies.

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 Internal Revenue Service. 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 G - PLAN TERMINATION

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

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2010	2009
Net assets available for benefits per the financial statements	$ 2,908,227	$ 2,467,581
Refundable excess contribution	1,308	10,589
Net assets available for benefits per the 5500	$ 2,909,535	$ 2,478,170

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

Net increase per financial statements	$ 440,646
Refundable excess contribution from 2009	(10,589)
Refundable excess contribution in 2010	1,308
Net increase per Form 5500	$ 431,365

SCHEDULES FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2010

U.S. POLE COMPANY, INC. 401(K) PLAN AND TRUST

Plan Number: 001 EIN: 95-3939062

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

As of December 31, 2010

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Hartford Retirement Services, LLC	PIMCO Total Return R	**	$ 860,881
*	Hartford Retirement Services, LLC	MFS Lifetime 2030 R2	**	531,301
*	Hartford Retirement Services, LLC	AIM Small Cap Equity Fund R	**	110,659
*	Hartford Retirement Services, LLC	American Funds Growth Fund R2	**	220,532
*	Hartford Retirement Services, LLC	American Funds EuroPacific R2	**	195,872
*	Hartford Retirement Services, LLC	MFS Lifetime Retirement Income R2	**	993
*	Hartford Retirement Services, LLC	MFS Lifetime 2040 R2	**	99,099
*	Hartford Retirement Services, LLC	MFS Cash Reserve Fund - R2	**	76,665
*	Hartford Retirement Services, LLC	Munder Index 500 R	**	80,817
*	Hartford Retirement Services, LLC	Van Kampen Comstock R	**	50,391
*	Hartford Retirement Services, LLC	Pioneer Mid Cap Value R	**	33,820
*	Hartford Retirement Services, LLC	AIM Mid Cap Core Equity Fund - R	**	40,569
*	Hartford Retirement Services, LLC	Franklin U.S. Government Secs R	**	52,337
*	Hartford Retirement Services, LLC	MFS Lifetime 2010 R2	**	60,546
*	Hartford Retirement Services, LLC	Prud Jennison Mid Cap Growth	**	12,622
*	Hartford Retirement Services, LLC	AIM Real Estate	**	34,830
*	Hartford Retirement Services, LLC	Oppenheimer Gold & Spec Miner	**	215,569
*	Hartford Retirement Services, LLC	MFS Lifetime 2020 R2	**	22,454
		Total Investments		2,699,957
*	Notes receivable from participants	7% to 9.25%	-0-	209,578
		Total Assets		$ 2,909,535

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments