

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 <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan AAA ALLIED GROUP, INC EMPLOYEES 401(K) PLAN	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td>002</td> </tr> <tr> <td>1c Effective date of plan</td> <td>01/01/1990</td> </tr> </table>	1b Three-digit plan number (PN) ►	002	1c Effective date of plan	01/01/1990		
1b Three-digit plan number (PN) ►	002						
1c Effective date of plan	01/01/1990						
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) AAA ALLIED GROUP, INC. 15 WEST CENTRAL PARKWAY CINCINNATI, OH 45202-1094	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td>31-1811453</td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td>513-762-3100</td> </tr> <tr> <td>2d Business code (see instructions)</td> <td>488990</td> </tr> </table>	2b Employer Identification Number (EIN)	31-1811453	2c Sponsor's telephone number	513-762-3100	2d Business code (see instructions)	488990
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2c Sponsor's telephone number	513-762-3100						
2d Business code (see instructions)	488990						

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.	07/29/2011	ALAN VENISCOFSKY
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AAA ALLIED GROUP, INC. 15 WEST CENTRAL PARKWAY CINCINNATI, OH 45202-1094	3b Administrator's EIN 31-1811453 3c Administrator's telephone number 513-762-3100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1338
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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	1384
b Retired or separated participants receiving benefits.....	6b	12
c Other retired or separated participants entitled to future benefits.....	6c	218
d Subtotal. Add lines 6a , 6b , and 6c	6d	1614
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	3
f Total. Add lines 6d and 6e	6f	1617
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1196
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 2S 2T 3D 3H

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) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan AAA ALLIED GROUP, INC EMPLOYEES 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 AAA ALLIED GROUP, INC.	D Employer Identification Number (EIN) 31-1811453	

Part I	Service Provider Information (see instructions)
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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
FID.INV.INST.OPS.CO.
04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	25716	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MASS MUTUAL

04-1590580

(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?
23	INSURANCE AGT/BROKER	18745	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ABF SM CAP VAL INV - BOSTON FINANCI	0.40%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AF BALANCED R5 - AMERICAN FUNDS SER	0.05%	
95-2566717		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AF FUNDAMNTL INVS R5 - AMERICAN FUN	0.05%	
95-2566717		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AF GROWTH OF AMER R5 - AMERICAN FUN 95-2566717		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.05%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.35%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX INTL STK - BOSTON FINAN 04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.10%		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
MSIF SM CO GRTH P - MORGAN STANLEY 13-3799749	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
VICTORY SPL VALUE A - CITI FUND SER 31-1249295	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
VIRTUS MID-CAP VAL A - VP DISTRIBUT 06-0847856	0.50%	

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:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) 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 AAA ALLIED GROUP, INC EMPLOYEES 401(K) PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 AAA ALLIED GROUP, INC.	D Employer Identification Number (EIN) 31-1811453	

Part I	Asset and Liability Statement
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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)	1315654	1599589
(9) Value of interest in common/collective trusts.....	1c(9)	6699337	6809542
(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)	32514028	39070161
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	40529019	47479292

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	40529019	47479292
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1749672	
(B) Participants	2a(1)(B)	2666729	
(C) Others (including rollovers)	2a(1)(C)	657581	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5073982

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)	68347	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		68347

(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)	724067	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		724067

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		270299
(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)		4007085
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		10143780

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3146425	
(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)		3146425
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		2423
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	44659	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		44659
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3193507

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6950273
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		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 AAA ALLIED GROUP, INC EMPLOYEES 401(K) PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 AAA ALLIED GROUP, INC.		D Employer Identification Number (EIN) 31-1811453
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Report of Independent
Certified Public Accountants

AAA Allied Group, Inc. Employees 401(k) Plan

December 31, 2010 and 2009

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Audit - Tax - Advisory

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Report of Independent Certified Public Accountants

Administrative Committee
AAA Allied Group, Inc. Employees 401(k) Plan

We were engaged to audit the financial statements of AAA Allied Group, Inc. Employees 401(k) Plan as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedule as of December 31, 2010, as listed in the accompanying table of contents. 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 G, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the certified Plan assets and executes the related 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 express, and we 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 established by the American Institute of Certified Public Accountants 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.

A handwritten signature in blue ink that reads "Grant Thornton LLP".

Cincinnati, Ohio
July 28, 2011

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

ASSETS	2010	2009
Investments, at fair value:		
Mutual funds	\$ 39,070,162	\$ 32,514,028
Collective trust	<u>6,809,542</u>	<u>6,699,337</u>
Total investments	45,879,704	39,213,365
Receivables:		
Notes receivable from participants	<u>1,599,589</u>	<u>1,315,654</u>
Net assets reflecting investments at fair value	47,479,293	40,529,019
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>(55,368)</u>	<u>124,575</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 47,423,925</u>	<u>\$ 40,653,594</u>

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2010

Contributions:	
Participant contributions	\$ 2,666,729
Rollover contributions	657,581
Employer contributions	<u>1,749,672</u>
Total contributions	<u>5,073,982</u>
Investment income:	
Interest and dividend income	813,758
Net appreciation in fair value of investments	4,007,086
Interest income on notes receivable from participants	<u>68,347</u>
Total investment income	<u>4,889,191</u>
Benefits paid to participants	(3,148,183)
Administrative expenses	<u>(44,659)</u>
NET INCREASE	6,770,331
Net assets available for benefits:	
Beginning of year	<u>40,653,594</u>
End of year	<u><u>\$ 47,423,925</u></u>

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE A – DESCRIPTION OF PLAN

The following description of the AAA Allied Group, Inc. Employees 401(k) Plan (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

The Plan is a defined contribution plan covering substantially all employees of AAA Allied Group, Inc. (“Employer” or “Plan Sponsor”). Employees of AAA Allied Group, Inc., AAA Cincinnati Insurance Services, Inc. and Provident Travel (collectively, “AAA”) are eligible to participate in the Plan when the employee has been employed for one month or more and has attained age twenty-one. Beginning January 1, 2010, employees of Bob Sumerel Tire and Service Co. LLC (“BSTS”), a 95% owned subsidiary of the Plan Sponsor, are eligible to participate in the Plan when the employee has been employed for one year, with at least 1,000 hours of service, and has attained age twenty-one. AAA and BSTS employees are automatically enrolled in the Plan at a 3% contribution rate upon attaining eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

2. Contributions

Each year, participants in the Plan can contribute from 1% to 60% of their annual pretax earnings as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Such contributions are not subject to the Employer’s matching contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Employer matching contributions for AAA employees are limited to 100% on the first 6% of compensation contributed by the participants. Employer matching contributions for BSTS employees are discretionary and for the year ended December 31, 2010 were limited to 50% on the first 4% of compensation contributed by the participants.

3. Participant Accounts

Each participant’s account is credited with 1) any voluntary participant contributions, 2) matching contributions, as defined, made by the Employer, and 3) an allocation of plan earnings (losses). Allocations are based on methods as defined in the Plan agreement. A participant’s benefit is equal to that amount that can be provided under the Plan agreement from the participant’s account.

Participants may elect to invest their accounts in several mutual funds and a collective trust. Participants may change their deferred percentages and allocation options at any time.

4. Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the vested value of the participant’s account, or rollover to a qualified retirement plan.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE A – DESCRIPTION OF PLAN (continued)

5. Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. AAA employees are immediately vested in the Employer contribution portion of their account. BSTS employees vest in the Employer contribution portion of their account based on years of service and are 100% vested after 6 years of credited service.

6. Forfeitures

Forfeitures may be used to pay Plan expenses not paid by the Employer or to reduce Employer contributions. Forfeitures of \$10,000 were used to reduce Employer contributions in 2010. Unallocated forfeitures are \$300 and \$6,104 at December 31, 2010 and 2009, respectively.

7. Notes Receivables from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. Loans are paid ratably through payroll deductions over periods ranging up to 5 years or 10 years (for the purchase of a primary residence). The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.5% to 10.5%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator.

NOTE B – SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. Adoption of New Accounting Standard

In September 2010, the Financial Accounting Standards Board ("FASB") issued an amendment, Plan Accounting – Defined Contribution Pension Plans (Topic 952): *Reporting Loans to Participants by Defined Contribution Pension Plans* which provides guidance on how loans to participants should be classified and measured by defined contribution plans. That guidance requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. The Plan adopted this new guidance in its December 31, 2010 financial statements and has reclassified participant loans of \$1,315,654 for the year ended December 31, 2009, respectively from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

4. Investment Valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

5. 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 upon the terms of the Plan agreement.

6. Payment of Benefits

Benefits are recorded when paid.

7. Administrative Expenses

All administrative expenses are paid by the Plan.

8. Investment Contracts Held in a Collective Trust

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Managed Income Portfolio ("MIP"), a fully benefit-responsive collective trust fund. The statements of net assets available for benefits present the fair value of the MIP as well as the adjustment of the MIP from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

9. Subsequent Events

The Plan evaluated subsequent events as it relates to the Plan through July 28, 2011, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE C – INVESTMENTS

Fidelity Management Trust Company (the “Trustee”) holds the Plan’s investment assets and executes investment transactions. All investment information in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the Plan and certified as complete and accurate by the Plan’s Trustee.

The Plan’s investments that represent 5% or more of the Plan’s net assets at December 31, 2010 and 2009 are as follows:

	2010	2009
American Fundamental Investment	\$ 2,795,898	\$ 2,512,001
American Growth of America	3,354,880	3,365,223
* Fidelity Diversified International	2,767,788	2,722,446
* Fidelity Freedom 2020	3,436,366	2,932,226
* Fidelity Freedom 2030	2,849,754	2,167,194
* Fidelity Managed Income Portfolio	6,754,174	6,823,912
* Fidelity US Bond Index	2,475,074	**
Spartan US Equity Index	3,289,872	2,800,713

* Denotes a party-in-interest.

** Investment represents less than 5% of the Plan’s net assets at the specified date.

During 2010, the Plan's investments in mutual funds (including investments bought, sold, and held during the year) appreciated in value by \$4,007,086. Interest and dividends on all investments totaled \$813,758. The portion of the Fidelity Managed Income Portfolio attributable to fully-benefit responsive investment contracts is reported at contract value.

NOTE D – FAIR VALUE MEASUREMENTS

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

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

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.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE D – FAIR VALUE MEASUREMENTS (continued)

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.

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An asset or liability's level is based on the lowest level of 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.

The following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds – Valued as the net asset value (“NAV”) of shares held by the Plan at year-end, as quoted in an active market.

Collective trust fund – Valued based on the fair value of the collective trust's underlying investments using information reported by the investment advisor.

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

The following tables set forth the Plan's financial assets and liabilities that were measured at fair value on a recurring basis during the period, by level, within the fair value hierarchy:

Fair Value Measurement At December 31, 2010				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Foreign Large Growth	\$ 3,007,663	\$ -	\$ -	\$ 3,007,663
Large Blend	18,735,591	-	-	18,735,591
Mid Cap Blend	1,955,570	-	-	1,955,570
Mid Cap Growth	1,885,517	-	-	1,885,517
Intermediate-Term Bond	2,475,074	-	-	2,475,074
Large Value	3,925,548	-	-	3,925,548
Large Growth	3,354,880	-	-	3,354,880
Small Value	1,296,038	-	-	1,296,038
Mid Cap Value	1,037,366	-	-	1,037,366
Small Growth	1,396,915	-	-	1,396,915
Collective trust fund	-	6,809,542	-	6,809,542
	<u>\$ 39,070,162</u>	<u>\$ 6,809,542</u>	<u>\$ -</u>	<u>\$ 45,879,704</u>

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE D – FAIR VALUE MEASUREMENTS (continued)

	Fair Value Measurement At December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Foreign Large Growth	\$ 2,722,446	\$ -	\$ -	\$ 2,722,446
Large Blend	15,610,440	-	-	15,610,440
Mid Cap Blend	1,476,850	-	-	1,476,850
Mid Cap Growth	1,429,948	-	-	1,429,948
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Small Value	741,630	-	-	741,630
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Small Growth	1,139,134	-	-	1,139,134
Collective trust fund	-	6,699,337	-	6,699,337
	<u>\$ 32,514,028</u>	<u>\$ 6,699,337</u>	<u>\$ -</u>	<u>\$ 39,213,365</u>

Investments valued at NAV, that are not traded on an active market, as of December 31, 2010, consist of the MIP collective trust. The MIP seeks to preserve principal investment while earning interest income. The MIP will try to maintain a stable \$1 unit price, but it cannot guarantee that it will be able to do so. The yield of MIP will fluctuate. The MIP invests in investment contracts (wrap contracts) issued by insurance companies and other financial institutions, fixed income securities, and money market funds to provide daily liquidity.

The NAV of the MIP is determined using the market value or fair value if market data is unavailable, of the underlying securities. The MIP allows for daily liquidity with no additional days notice required for redemption for participant directed transactions. The fair value of the MIP at December 31, 2010 and 2009 was \$6,809,542 and \$6,699,337, respectively. If the Plan initiates a full redemption of the MIP, the investment advisor reserves the right to temporarily delay withdrawal from the trust for up to twelve months in order to ensure that securities liquidations will be carried out in an orderly manner.

NOTE E – PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will remain 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Employer may determine.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE F – TAX STATUS

The Internal Revenue Service (“IRC”) has determined and informed the Plan Sponsor by a letter dated July 16, 2010 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has not been amended since receiving the determination letter.

NOTE G – CERTIFIED INFORMATION

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2010 and 2009.
- Interest and dividend income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2010.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2010.

The Plan’s independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE H – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a collective trust managed by Fidelity Investments. Fidelity Investments is a related party to the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management and administrative services were \$44,659 for the year ended December 31, 2010.

NOTE I – RISKS AND UNCERTAINTIES

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE J – RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS

The following reconciles the net increase in the statement of changes in net assets available for benefits per the Form 5500 to the financial statements for the year ended December 31, 2010:

Net increase in net assets available for benefits per the Form 5500	\$ 6,950,274
Change in adjustment from contract value to fair value for fully-benefit responsive investment contracts	<u>(179,943)</u>
Net increase in net assets available for benefits per the financial statements	<u>\$ 6,770,331</u>

The following reconciles the net assets available for benefits per the Form 5500 to the financial statements as of December 31:

	2010	2009
Net assets available for benefits per the Form 5500	\$ 47,479,293	\$ 40,529,019
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	<u>(55,368)</u>	<u>124,575</u>
Net assets available for benefits per the financial statements	<u>\$ 47,423,925</u>	<u>\$ 40,653,594</u>

NOTE K – PLAN CORRECTIONS

During 2009, the Plan Administrator became aware of minor operational failures, which, if left uncorrected, could impact the Plan's tax exempt status. However, during 2010, the Plan Administrator took what it believes to be the appropriate corrective action to address these failures, and, therefore the Plan Administrator believes the Plan's qualified status is not jeopardized.

SUPPLEMENTAL SCHEDULE

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
Form 5500 E.I.N. 31-1811453

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

December 31, 2010

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
* Fidelity	Freedom 2005	\$ 29,186
* Fidelity	Freedom 2050	238,619
Dodge & Cox	International Stock	239,875
* Fidelity	Freedom 2045	255,729
* Fidelity	Freedom Income	376,039
* Fidelity	Freedom 2000	403,085
* Fidelity	Freedom 2035	576,434
* Fidelity	Freedom 2015	732,682
* Fidelity	Freedom 2025	766,557
Virtus	Mid Cap Value	1,037,365
* Fidelity	Freedom 2040	1,278,186
American	Small Capital Valuation Portfolio	1,296,038
Morgan Stanley	Small Co Growth	1,396,915
American	Balanced	1,696,009
* Fidelity	Freedom 2010	1,707,185
* Fidelity	Mid Cap Stock	1,885,517
* Fidelity	Low PR Stock	1,955,570
Allianz	NFJ Dividend Value Admin	2,229,539
* Fidelity	US Bond Index	2,475,074
* Fidelity	Diversified International	2,767,788
American	Fundamental Investment	2,795,898
* Fidelity	Freedom 2030	2,849,754
Spartan	US Equity Index	3,289,872
American	Growth of America	3,354,880
* Fidelity	Freedom 2020	3,436,366
* Fidelity	Managed Income Portfolio	6,809,542
		<u>45,879,704</u>
* Various participants	Notes receivable (Interest rates 4.5% to 10.5%)	<u>1,599,589</u>
		<u>\$ 47,479,293</u>

* Denotes a party-in-interest

Financial Statements and Report of Independent
Certified Public Accountants

AAA Allied Group, Inc. Employees 401(k) Plan

December 31, 2010 and 2009

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Audit – Tax – Advisory

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Report of Independent Certified Public Accountants

Administrative Committee
AAA Allied Group, Inc. Employees 401(k) Plan

We were engaged to audit the financial statements of AAA Allied Group, Inc. Employees 401(k) Plan as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedule as of December 31, 2010, as listed in the accompanying table of contents. 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 G, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the certified Plan assets and executes the related 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 express, and we 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 established by the American Institute of Certified Public Accountants 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.

A handwritten signature in blue ink that reads "Grant Thornton LLP".

Cincinnati, Ohio
July 28, 2011

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

ASSETS	2010	2009
Investments, at fair value:		
Mutual funds	\$ 39,070,162	\$ 32,514,028
Collective trust	<u>6,809,542</u>	<u>6,699,337</u>
Total investments	45,879,704	39,213,365
Receivables:		
Notes receivable from participants	<u>1,599,589</u>	<u>1,315,654</u>
Net assets reflecting investments at fair value	47,479,293	40,529,019
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	<u>(55,368)</u>	<u>124,575</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 47,423,925</u>	<u>\$ 40,653,594</u>

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2010

Contributions:	
Participant contributions	\$ 2,666,729
Rollover contributions	657,581
Employer contributions	<u>1,749,672</u>
Total contributions	<u>5,073,982</u>
Investment income:	
Interest and dividend income	813,758
Net appreciation in fair value of investments	4,007,086
Interest income on notes receivable from participants	<u>68,347</u>
Total investment income	<u>4,889,191</u>
Benefits paid to participants	(3,148,183)
Administrative expenses	<u>(44,659)</u>
NET INCREASE	6,770,331
Net assets available for benefits:	
Beginning of year	<u>40,653,594</u>
End of year	<u><u>\$ 47,423,925</u></u>

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE A – DESCRIPTION OF PLAN

The following description of the AAA Allied Group, Inc. Employees 401(k) Plan (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

The Plan is a defined contribution plan covering substantially all employees of AAA Allied Group, Inc. (“Employer” or “Plan Sponsor”). Employees of AAA Allied Group, Inc., AAA Cincinnati Insurance Services, Inc. and Provident Travel (collectively, “AAA”) are eligible to participate in the Plan when the employee has been employed for one month or more and has attained age twenty-one. Beginning January 1, 2010, employees of Bob Sumerel Tire and Service Co. LLC (“BSTS”), a 95% owned subsidiary of the Plan Sponsor, are eligible to participate in the Plan when the employee has been employed for one year, with at least 1,000 hours of service, and has attained age twenty-one. AAA and BSTS employees are automatically enrolled in the Plan at a 3% contribution rate upon attaining eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

2. Contributions

Each year, participants in the Plan can contribute from 1% to 60% of their annual pretax earnings as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Such contributions are not subject to the Employer’s matching contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Employer matching contributions for AAA employees are limited to 100% on the first 6% of compensation contributed by the participants. Employer matching contributions for BSTS employees are discretionary and for the year ended December 31, 2010 were limited to 50% on the first 4% of compensation contributed by the participants.

3. Participant Accounts

Each participant’s account is credited with 1) any voluntary participant contributions, 2) matching contributions, as defined, made by the Employer, and 3) an allocation of plan earnings (losses). Allocations are based on methods as defined in the Plan agreement. A participant’s benefit is equal to that amount that can be provided under the Plan agreement from the participant’s account.

Participants may elect to invest their accounts in several mutual funds and a collective trust. Participants may change their deferred percentages and allocation options at any time.

4. Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the vested value of the participant’s account, or rollover to a qualified retirement plan.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE A – DESCRIPTION OF PLAN (continued)

5. Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. AAA employees are immediately vested in the Employer contribution portion of their account. BSTS employees vest in the Employer contribution portion of their account based on years of service and are 100% vested after 6 years of credited service.

6. Forfeitures

Forfeitures may be used to pay Plan expenses not paid by the Employer or to reduce Employer contributions. Forfeitures of \$10,000 were used to reduce Employer contributions in 2010. Unallocated forfeitures are \$300 and \$6,104 at December 31, 2010 and 2009, respectively.

7. Notes Receivables from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. Loans are paid ratably through payroll deductions over periods ranging up to 5 years or 10 years (for the purchase of a primary residence). The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.5% to 10.5%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator.

NOTE B – SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. Adoption of New Accounting Standard

In September 2010, the Financial Accounting Standards Board ("FASB") issued an amendment, Plan Accounting – Defined Contribution Pension Plans (Topic 952): *Reporting Loans to Participants by Defined Contribution Pension Plans* which provides guidance on how loans to participants should be classified and measured by defined contribution plans. That guidance requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. The Plan adopted this new guidance in its December 31, 2010 financial statements and has reclassified participant loans of \$1,315,654 for the year ended December 31, 2009, respectively from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

4. Investment Valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

5. 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 upon the terms of the Plan agreement.

6. Payment of Benefits

Benefits are recorded when paid.

7. Administrative Expenses

All administrative expenses are paid by the Plan.

8. Investment Contracts Held in a Collective Trust

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Managed Income Portfolio ("MIP"), a fully benefit-responsive collective trust fund. The statements of net assets available for benefits present the fair value of the MIP as well as the adjustment of the MIP from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

9. Subsequent Events

The Plan evaluated subsequent events as it relates to the Plan through July 28, 2011, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE C – INVESTMENTS

Fidelity Management Trust Company (the “Trustee”) holds the Plan’s investment assets and executes investment transactions. All investment information in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the Plan and certified as complete and accurate by the Plan’s Trustee.

The Plan’s investments that represent 5% or more of the Plan’s net assets at December 31, 2010 and 2009 are as follows:

	2010	2009
American Fundamental Investment	\$ 2,795,898	\$ 2,512,001
American Growth of America	3,354,880	3,365,223
* Fidelity Diversified International	2,767,788	2,722,446
* Fidelity Freedom 2020	3,436,366	2,932,226
* Fidelity Freedom 2030	2,849,754	2,167,194
* Fidelity Managed Income Portfolio	6,754,174	6,823,912
* Fidelity US Bond Index	2,475,074	**
Spartan US Equity Index	3,289,872	2,800,713

* Denotes a party-in-interest.

** Investment represents less than 5% of the Plan’s net assets at the specified date.

During 2010, the Plan's investments in mutual funds (including investments bought, sold, and held during the year) appreciated in value by \$4,007,086. Interest and dividends on all investments totaled \$813,758. The portion of the Fidelity Managed Income Portfolio attributable to fully-benefit responsive investment contracts is reported at contract value.

NOTE D – FAIR VALUE MEASUREMENTS

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

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- Quoted prices for similar assets or liabilities in active markets;
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- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE D – FAIR VALUE MEASUREMENTS (continued)

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.

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Collective trust fund	-	6,809,542	-	6,809,542
	<u>\$ 39,070,162</u>	<u>\$ 6,809,542</u>	<u>\$ -</u>	<u>\$ 45,879,704</u>

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE D – FAIR VALUE MEASUREMENTS (continued)

	Fair Value Measurement At December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Foreign Large Growth	\$ 2,722,446	\$ -	\$ -	\$ 2,722,446
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	<u>\$ 32,514,028</u>	<u>\$ 6,699,337</u>	<u>\$ -</u>	<u>\$ 39,213,365</u>

Investments valued at NAV, that are not traded on an active market, as of December 31, 2010, consist of the MIP collective trust. The MIP seeks to preserve principal investment while earning interest income. The MIP will try to maintain a stable \$1 unit price, but it cannot guarantee that it will be able to do so. The yield of MIP will fluctuate. The MIP invests in investment contracts (wrap contracts) issued by insurance companies and other financial institutions, fixed income securities, and money market funds to provide daily liquidity.

The NAV of the MIP is determined using the market value or fair value if market data is unavailable, of the underlying securities. The MIP allows for daily liquidity with no additional days notice required for redemption for participant directed transactions. The fair value of the MIP at December 31, 2010 and 2009 was \$6,809,542 and \$6,699,337, respectively. If the Plan initiates a full redemption of the MIP, the investment advisor reserves the right to temporarily delay withdrawal from the trust for up to twelve months in order to ensure that securities liquidations will be carried out in an orderly manner.

NOTE E – PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will remain 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Employer may determine.

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE F – TAX STATUS

The Internal Revenue Service (“IRC”) has determined and informed the Plan Sponsor by a letter dated July 16, 2010 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has not been amended since receiving the determination letter.

NOTE G – CERTIFIED INFORMATION

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2010 and 2009.
- Interest and dividend income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2010.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2010.

The Plan’s independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE H – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a collective trust managed by Fidelity Investments. Fidelity Investments is a related party to the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management and administrative services were \$44,659 for the year ended December 31, 2010.

NOTE I – RISKS AND UNCERTAINTIES

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

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2010 and 2009

NOTE J – RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS

The following reconciles the net increase in the statement of changes in net assets available for benefits per the Form 5500 to the financial statements for the year ended December 31, 2010:

Net increase in net assets available for benefits per the Form 5500	\$ 6,950,274
Change in adjustment from contract value to fair value for fully-benefit responsive investment contracts	<u>(179,943)</u>
Net increase in net assets available for benefits per the financial statements	<u>\$ 6,770,331</u>

The following reconciles the net assets available for benefits per the Form 5500 to the financial statements as of December 31:

	2010	2009
Net assets available for benefits per the Form 5500	\$ 47,479,293	\$ 40,529,019
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	<u>(55,368)</u>	<u>124,575</u>
Net assets available for benefits per the financial statements	<u>\$ 47,423,925</u>	<u>\$ 40,653,594</u>

NOTE K – PLAN CORRECTIONS

During 2009, the Plan Administrator became aware of minor operational failures, which, if left uncorrected, could impact the Plan's tax exempt status. However, during 2010, the Plan Administrator took what it believes to be the appropriate corrective action to address these failures, and, therefore the Plan Administrator believes the Plan's qualified status is not jeopardized.

SUPPLEMENTAL SCHEDULE

AAA ALLIED GROUP, INC. EMPLOYEES 401(k) PLAN
Form 5500 E.I.N. 31-1811453

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

December 31, 2010

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
* Fidelity	Freedom 2005	\$ 29,186
* Fidelity	Freedom 2050	238,619
Dodge & Cox	International Stock	239,875
* Fidelity	Freedom 2045	255,729
* Fidelity	Freedom Income	376,039
* Fidelity	Freedom 2000	403,085
* Fidelity	Freedom 2035	576,434
* Fidelity	Freedom 2015	732,682
* Fidelity	Freedom 2025	766,557
Virtus	Mid Cap Value	1,037,365
* Fidelity	Freedom 2040	1,278,186
American	Small Capital Valuation Portfolio	1,296,038
Morgan Stanley	Small Co Growth	1,396,915
American	Balanced	1,696,009
* Fidelity	Freedom 2010	1,707,185
* Fidelity	Mid Cap Stock	1,885,517
* Fidelity	Low PR Stock	1,955,570
Allianz	NFJ Dividend Value Admin	2,229,539
* Fidelity	US Bond Index	2,475,074
* Fidelity	Diversified International	2,767,788
American	Fundamental Investment	2,795,898
* Fidelity	Freedom 2030	2,849,754
Spartan	US Equity Index	3,289,872
American	Growth of America	3,354,880
* Fidelity	Freedom 2020	3,436,366
* Fidelity	Managed Income Portfolio	6,809,542
		<u>45,879,704</u>
* Various participants	Notes receivable (Interest rates 4.5% to 10.5%)	<u>1,599,589</u>
		<u>\$ 47,479,293</u>

* Denotes a party-in-interest