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;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
HEALEY BROTHERS 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1987

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

2528 ROUTE 17M
GOSHEN, NY 10924

2b Employer Identification Number (EIN) 06-1554816

2c Sponsor's telephone number 845-291-1998

2d Business code (see instructions) 441110

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.	08/01/2011	CLAUDETTE JABLONSKI
	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")
HEALEY BROTHERS

2528 ROUTE 17M
GOSHEN, NY 10924

3b Administrator's EIN
06-1554816

3c Administrator's telephone number
845-291-1998

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**	316
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**	264
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	70
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	334
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	335
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	194
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
HEALEY BROTHERS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
HEALEY BROTHERS

D Employer Identification Number (EIN)
06-1554816

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	PHZ405	355	01/01/2010	12/31/2010

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
3222	0

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

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

WRP INVESTMENTS INC
4407 BELMONT AVE
YOUNGSTOWN, OH 44505

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3222	0		3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	1421817
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	1278645
c	Additions: (1) Contributions deposited during the year	7c(1)	70351		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	42257		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	430848		
	▶ *				
	(6) Total additions			7c(6)	543456
d	Total of balance and additions (add **b** and **c(6)**)			7d	1822101
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	392192		
	(2) Administration charge made by carrier	7e(2)	262		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	23002		
	▶ *				
	(5) Total deductions			7e(5)	415456
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1406645

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury 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
HEALEY BROTHERS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HEALEY BROTHERS

D Employer Identification Number (EIN)
06-1554816

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)

ING MUTUAL FUNDS

95-4516049

(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?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	52895	Yes [ ] No [X]

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

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(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?
60 64 65 72	SERVICE PROVIDER	1255	Yes [X] No [ ]	Yes [X] No [ ]	30580	Yes [ ] No [X]

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

ING FINANCIAL ADVISERS, LLC

06-1375177

(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?
63	BROKER/DEALER	0	Yes [X] No [ ]	Yes [ ] No [X]	21732	Yes [ ] No [X]

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

LORD ABBETT FUNDS

13-3731507

(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?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	14696	Yes [ ] No [X]

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

OPPENHEIMERFUNDS

13-2527171

(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?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	11049	Yes [ ] No [X]

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

WRP INVESTMENTS INC

4407 BELMOT AVE
YOUNGSTOWN, OH 44505

(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	BROKER/DEALER	0	Yes [X] No [ ]	Yes [ ] No [X]	16715	Yes [ ] No [X]

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
ING FINANCIAL ADVISERS, LLC	63	2083

(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.
AMERICAN FUNDS EUROPACIFIC GROWTH F 95-1411037	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1380

(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.
ING SOLUTION 2025 PORTFOLIO - ADVIS 47-0951928	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1200

(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.
ING SOLUTION 2035 PORTFOLIO - ADVIS 20-2456104	12B-1 DISTRIBUTION FEES

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
ING FINANCIAL ADVISERS, LLC	63	1607

(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.
ING SOLUTION 2045 PORTFOLIO - ADVIS 20-2456138	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	2696

(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.
ING T. ROWE PRICE CAPITAL APPRECIAT 95-6895626	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1829

(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.
ING T. ROWE PRICE GROWTH EQUITY POR 06-1496081	12B-1 DISTRIBUTION FEES

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
ING FINANCIAL ADVISERS, LLC	63	1481

(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.
LORD ABBETT FUNDAMENTAL EQUITY FUND 13-3712440	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	3157

(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.
LORD ABBETT GROWTH OPPORTUNITIES FU 13-3842507	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	1485

(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.
OPPENHEIMER GLOBAL FUND - CLASS A 13-2649093	12B-1 DISTRIBUTION FEES

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
ING FINANCIAL ADVISERS, LLC	63	1036

(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.
OPPENHEIMER MAIN STREET SMALL- & MI 84-1501338	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	64	7168

(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.
ING FIXED ACCOUNT - REGULAR 71-0294708	RECORDKEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	2045

(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.
ING SOLUTION 2025 PORTFOLIO - ADVIS 47-0951928	SUB-TRANSFER/ REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES

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
ING LIFE INSURANCE AND ANNUITY CO.	60 65	1778

(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.
ING SOLUTION 2035 PORTFOLIO - ADVIS 20-2456104	SUB-TRANSFER/ REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	2386

(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.
ING SOLUTION 2045 PORTFOLIO - ADVIS 20-2456138	SUB-TRANSFER/ REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	3871

(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.
ING T. ROWE PRICE CAPITAL APPRECIAT 95-6895626	SUB-TRANSFER/ REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES

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
ING LIFE INSURANCE AND ANNUITY CO.	60 65	3765

(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.
ING T. ROWE PRICE GROWTH EQUITY POR 06-1496081	SUB-TRANSFER/ REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	1754

(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.
LORD ABBETT GROWTH OPPORTUNITIES FU 13-3842507	SUB-TRANSFER/ REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	72	1939

(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.
OPPENHEIMER GLOBAL FUND - CLASS A 13-2649093	OTHER INVESTMENT FEES AND EXPENSES

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
ING MUTUAL FUNDS	28 52 63	3392

(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.
ING GNMA INCOME FUND - CLASS A 22-2013958	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	2076

(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.
ING PIMCO TOTAL RETURN PORTFOLIO - 75-3023517	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	1420

(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.
ING PIONEER MID CAP VALUE PORTFOLIO 20-1487187	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
ING MUTUAL FUNDS	28 52 63	3061

(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.
ING SOLUTION 2015 PORTFOLIO - ADVIS 20-2456044	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	7367

(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.
ING SOLUTION 2025 PORTFOLIO - ADVIS 47-0951928	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	6618

(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.
ING SOLUTION 2035 PORTFOLIO - ADVIS 20-2456104	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
ING MUTUAL FUNDS	28 52 63	9154

(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.
ING SOLUTION 2045 PORTFOLIO - ADVIS 20-2456138	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	9663

(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.
ING T. ROWE PRICE CAPITAL APPRECIAT 95-6895626	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	9079

(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.
ING T. ROWE PRICE GROWTH EQUITY POR 06-1496081	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
LORD ABBETT FUNDS	28 52 63	3548

(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.
LORD ABBETT FUNDAMENTAL EQUITY FUND 13-3712440	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LORD ABBETT FUNDS	28 52 63	11148

(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.
LORD ABBETT GROWTH OPPORTUNITIES FU 13-3842507	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
OPPENHEIMERFUNDS	28 52 63	7457

(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.
OPPENHEIMER GLOBAL FUND - CLASS A 13-2649093	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
OPPENHEIMERFUNDS	28 52 63	3592

(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.
OPPENHEIMER MAIN STREET SMALL- & MI 84-1501338	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
WRP INVESTMENTS INC	55	16715

(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.
ING FINANCIAL ADVISERS 06-1375177	OTHER COMMISSIONS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
HEALEY BROTHERS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HEALEY BROTHERS

D Employer Identification Number (EIN)
06-1554816

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)	492690	343258
(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)	6742763	7410518
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1278645	1406645
(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	8514098	9160421
	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	8514098	9160421

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)		
	(B) Participants	2a(1)(B)	449034	
	(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)		449034
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)	19664	
	(F) Other	2b(1)(F)	42257	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		61921
	(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)	83897	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		83897
	(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)		874634
c Other income	2c		1470
d Total income. Add all **income** amounts in column (b) and enter total	2d		1470956
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	793246	
(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)		793246
f Corrective distributions (see instructions)	2f		18909
g Certain deemed distributions of participant loans (see instructions)	2g		11223
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)	1255	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1255
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		824633
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		646323
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: ROBERT T. BARLOW **(2)** EIN: 06-1035262

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
HEALEY BROTHERS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HEALEY BROTHERS

D Employer Identification Number (EIN)
06-1554816

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): 71-0294708

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):

Healey Brothers 401(K) Plan
Financial Statements
December 31, 2010
with
Independent Auditor's Report

Healey Brothers 401(K) Plan
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December 31, 2010

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Schedule of Changes in Net Assets Available for Benefits by Fund	10

A schedule of reportable transactions has not been presented because there were no such transactions prohibited by IRC Section 406.

TELEPHONE: (203) 894-1656
FAX LINE: (203) 431-1323

ROBERT T. BARLOW
CERTIFIED PUBLIC ACCOUNTANT

27 GOVERNOR STREET
RIDGEFIELD, CT 06877

Independent Auditor's Report

To Participants and Plan Administrator of
Healey Brothers 401(K) Plan

I have been engaged to audit the financial statements of the Healey Brothers 401(K) Plan ("the Plan") as of December 31, 2010 and 2009 and for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010 as listed in the accompanying Table of Contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by the ING National Trust, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the Plan's investments and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010 that the information provided to the plan administrator by the trustee is complete and accurate.

As described in Note 1, these financial statements and supplemental schedules were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

Because of the significance of the information that I did not audit, I am unable to, and do not, express an opinion on the accompanying statements of net assets available for benefits and statement of changes in net assets available for benefits and schedules taken as a whole. The form and content of the information included in the statements and schedules, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

Certified Public Accountant
Ridgefield, Connecticut
July 5, 2011

Healey Brothers 401(K) Plan
Statement of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investments	$ 8,817,163	$ 8,021,408
Loans receivable from participants	343,258	492,690
Net assets available for benefits	$ 9,160,421	$ 8,514,098

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

Healey Brothers 401(K) Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2010

Additions	
Employee contributions	$ 449,034
Net appreciation in fair value of investments	874,634
Investment income	126,154
Interest – participant loans	19,664
Exchanges	
Total additions	1,469,486
Deductions	
Benefit payments	802,999
Fees	1,255
Corrective distributions	18,909
Total deductions	823,163
Net increase	646,323
Net assets available for benefits at beginning of year	8,514,098
Net assets available for benefits at end of year	$ 9,160,421

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

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

The Healey Brothers 401(K) Plan (the "Plan") financial statements are prepared on a modified cash basis. All transactions are recorded on a cash basis, except interest and investment income, which are recorded on the accrual basis.

General

The Trustee of the Plan is ING National Trust ("ING"). ING is responsible for maintaining the Plan assets.

Use of Estimates

The preparation of the financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Forfeitures

Nonvested benefits of participants who cease to be employees of the Company are forfeited. Forfeitures and the earnings thereon are used to reduce the employer contribution. There were no forfeitures in 2010.

Subsequent Events

The Plan Sponsor has evaluated events and transactions for potential recognition or disclosure thru July 5, 2011 which is the date the financial statements were available to be issued.

NOTE 2 – DESCRIPTION OF THE PLAN:

The Plan was originally effective on January 1, 1987. The Plan was a safe harbor 401(K) plan, covering employees of Healey Brothers Inc. (the "Company"). Participants must have completed at least a year of service (defined as 1,000 hours) and be at least 18 years of age.

The Plan permits an employee to reduce his or her salary under Section 401(K) of the Internal Revenue Code. Participants may contribute from 1% to 20% of eligible compensation as defined in the Plan. The maximum participant contribution allowed for 2010 was $16,500. Also, participants that attained age 50 before the end of the plan year were permitted to make "catch-up contributions" of an additional $5,500 for a total of $22,000.

In order to maintain safe harbor status, the Plan employer makes matching contributions of 100% of the first 3% and 50% of the next 2% of before-tax contributions up to a maximum of 5% of compensation. The safe harbor matching contribution is fully vested and is referred to as a basic matching contribution. In addition to the basic matching contribution, the employer may make discretionary profit-sharing contributions. Effective January 1, 2008, the plan sponsor suspended safe harbor status and elected to suspend further matching contributions effective with the first wage payment in November 2008.

The Plan permits participants to direct the investment of future contributions and/or their account balance to one or more of the available investment vehicles. Participants are immediately vested in their elective contributions, basic matching contributions and actual earnings thereon. Participants vest in the discretionary profit-sharing contributions over a five-year period (20% per year). Limited withdrawals and loans during employment are permitted under certain conditions provided for in the Plan. The minimum amount that can be borrowed is $1,000. The maximum amount that may be borrowed is one half of the vested account balance, or $50,000, whichever is less. Two loans may be outstanding at a time, and the account balance secures the amount of the loan. The interest rate on outstanding loans is set by the plan sponsor based on the market rate for similar loans. The interest rate on loans granted in 2010 was 5.25%.

Participants do not share in the earnings from the Plan's investments to the extent of any outstanding loan, except that the interest paid on such loans is allocated directly to the participant's account.

Each participant may elect that their contributions be invested in the following funds or any combination thereof:

ING Fixed Account
ING Intermediate Bond Fund
ING PIMCO Total Return Fund
ING Pioneer Mid Cap Value
ING GNMA Income Fund
ING Solution 2015 Portfolio Advisor
ING Solution 2025 Portfolio Advisor
ING Solution 2035 Portfolio Advisor
ING Solution 2045 Portfolio Advisor
ING Baron Small Cap Growth Portfolio
ING T. Rowe Price Growth Eq. Portfolio
ING T. Rowe Price Cap Apprec. Portfolio
ING Aeltus Money Market Fund
Pioneer Fund
Oppenheimer Global Fund
Oppenheimer Main St. Small Cap Fund
Lord Abbett Growth Opportunity Fund
Lord Abbett Fundamental Equity Fund
Euro Pacific
American Century Equity Income Fund

Participants may withdraw all or a portion of the before tax deferred salary contributions. Earnings cannot be withdrawn. Withdrawals are allowed for financial hardship, as defined by the Plan. After age 59 ½, withdrawals can be made without having a hardship. After a hardship withdrawal, participants cannot make contributions to any company plan.

Although they have not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan.

The foregoing description of the Plan provides only general information. Participants should refer to the Summary Plan Description available from the plan administrator for a more complete description of the Plan's provisions. The Plan is also subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

NOTE 3 – INVESTMENTS:

Investments were valued at the last publicly quoted price as of the Plan year-end. Realized and unrealized gains and losses resulting from revaluation of marketable securities to fair value are reflected in the investment income line in the statement of changes in net assets available for benefits.

All investment information disclosed in the accompanying financial statements and supplemental schedules in total and by fund, including investments held at December 31, 2010, and net realized and unrealized appreciation in fair value of investments and interest and dividends for the year ended December 31, 2010, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee. Such information has not been audited by the independent auditor.

NOTE 4 – ASSETS OF THE PLAN:

At December 31, 2010, the following investments (assets held by the Plan) represent 5% or more of the net assets of the Plan:

ING Fixed Account	$1,406,645
ING T. Rowe Price Growth Equity Portfolio	836,501
ING T. Rowe Price Cap Appreciation Portfolio	846,431
Lord Abbett Growth Opportunity Fund	824,434
ING Solution 2045 Portfolio Advisor	746,562
Oppenheimer Global Fund	686,232
ING Solution 2025 Portfolio Advisor	616,029
ING Solution 2035 Portfolio Advisor	537,144
Total	$6,499,978

NOTE 5 – INCOME TAX STATUS:

The Internal Revenue Service has ruled that the Plan is acceptable under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. The Plan obtained its latest determination letter dated November 7, 2001, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 6 – ADMINISTRATIVE EXPENSES:

Administrative expenses relating to the maintenance of participant eligibility records are paid by the Company, and accordingly, are not included in the financial statements of the Plan.

NOTE 7 – FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2010			
Mutual funds	$ 7,410,518	$ 7,410,518	$
Fixed account	1,406,645		1,406,645
Participant loans	343,258		343,258
Total	$ 9,160,421	$ 7,410,518	$ 1,749,903
December 31, 2009			
Mutual funds	$ 6,742,762	$ 6,742,762	$
Fixed account	1,278,645		1,278,645
Participant loans	492,690		492,690
Total	$ 8,514,097	$ 6,742,762	$ 1,771,335

SFAS No. 157, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the

highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices.

Level 3 Fair Value Measurements

The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The market value of the fixed account is determined by using a 7 year treasury bond rate and the fixed account interest rate.

The following table provides further details of the Level 3 Fair Value measurements.

2010

	Participant Loans	Fixed Account
Beginning balance	$ 492,690	$ 1,278,645
Issuances and settlements – net	(149,432)	
Additions and withdrawals – net		128,000
	$ 343,258	$ 1,406,645

2009

	Participant Loans	Fixed Account
Beginning balance	$ 538,488	$ 1,740,296
Issuance and settlements – net	(45,798)	
Additions and withdrawals – net		(461,651)
	$ 492,690	$ 1,278,645

Healey Brothers 401(K) Plan

Schedule of Assets Held for Investment Purposes

For the Year Ended December 31, 2010

Identity of Issue	Share Balance	Market Value *
American Funds Euro Pacific	7,333.820	$ 295,333
American Century Equity Income Fund	18,060.447	130,035
ING Fixed Account	--	1,406,645
ING Intermediate Bond Fund	14,583.874	137,818
ING PIMCO Total Return Fund	16,739.342	199,031
ING Pioneer Mid Cap Value	10,865.952	117,244
ING Baron Small Cap Growth Portfolio	757.908	14,036
ING T. Rowe Price Growth Equity Portfolio	15,656.020	836,501
ING Solution 2025 Portfolio Advisor	56,104.620	616,029
ING T. Rowe Price Cap. Appreciation Portfolio	38,024.776	846,431
ING Solution 2015 Portfolio Advisor	23,274.751	254,161
ING GNMA Income Fund	40,150.689	355,735
ING Solution 2035 Portfolio Advisor	48,002.104	537,144
ING Solution 2045 Portfolio Advisor	66,125.957	746,562
Forfeiture Holding Account	18,167.240	18,167
Lord Abbett Growth Opportunity Fund	36,576.497	824,434
Lord Abbett Fundamental Equity Fund	23,545.358	301,851
Oppenheimer Main St. Small Cap Fund	12,540.737	248,557
Oppenheimer Global Fund	11,367.105	686,232
Pioneer Fund	5,986.741	245,217
Total Investments		$ 8,021,408

* Market values have been provided by ING National Trust

Healey Brothers 401(K) Plan
Schedule of Changes in Net Assets
Available for Benefits by Fund
For the Year Ended December 31, 2010

	ING Fixed Account	American Funds Euro Pacific	ING Intermed Bond Fund	ING PIMCO Total Return Fund
Additions				
Employee contributions	$ 72,466	$ 14,328	$ 8,213	$ 15,921
Net appreciation in fair value of investments		18,437	7,106	5,386
Investment income	42,257	2,051	9,188	6,575
Loan repayments (including interest)	35,852	11,714	2,540	2,203
Exchanges	(2,115)	212	423	423
Transfers, net	394,997		12,085	21,392
Total additions	543,457	46,742	39,555	51,900
Deductions				
Benefit payments	392,192	667	173,506	167
Fees	262	60	26	23
Loan withdrawals	22,080	8,513	1,262	901
Corrective distributions	923	552	348	562
Transfers, net		49,039		
Total deductions	415,457	58,831	175,142	1,653
Increase (Decrease)	128,000	(12,089)	(135,587)	50,247
Net assets available for benefits at beginning of year	1,278,645	307,422	273,405	148,784
Net assets available for benefits at end of year	$1,406,645	$ 295,333	$ 137,818	$ 199,031

Healey Brothers 401(K) Plan
Schedule of Changes in Net Assets
Available for Benefits by Fund
For the Year Ended December 31, 2010

	Oppenheimer Global Fund	ING GNMA Income Fund	Forfeiture Holding Account	American Century Equity Income Fund
Additions				
Employee contributions	$ 36,716	$ 16,499	$	$ 10,481
Net appreciation in fair value of investments	82,459	7,206		10,969
Investment income	10,490	14,139		2,998
Loan repayments (including interest)	15,354	4,829		6,865
Exchanges	(423)	(1,057)		
Transfers, net			304	
Total additions	144,596	41,616	304	31,313
Deductions				
Benefit payments	10,749	7,440		927
Fees	137	7		19
Loan withdrawals	10,816	1,253		423
Corrective distributions	1,484	434		273
Transfers, net	11,217	68,205		30,504
Total deductions	34,403	77,339		32,146
Increase (Decrease)	110,193	(35,723)	304	(833)
Net assets available for benefits at beginning of year	576,039	391,458	17,863	130,868
Net assets available for benefits at end of year	$ 686,232	$ 355,735	$ 18,167	$ 130,035

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	Lord Abbett Growth Opportunity Fund	Oppenheimer Main Street Small Cap Fund	ING T. Rowe Price Growth Equity Portfolio
Additions			
Employee contributions	$ 35,760	$ 19,230	$ 41,011
Net appreciation in fair value of investments	157,418	44,352	117,065
Investment income			257
Loan repayments (including interest)	15,299	5,016	22,677
Exchanges		423	422
Transfers, net			
Total additions	208,477	69,021	181,432
Deductions			
Benefit payments	48,261	2,343	4,712
Fees	144	37	143
Loan withdrawals	13,620	1,493	13,154
Corrective distributions	1,079	1,003	1,329
Transfers, net	4,521	72,623	92,956
Total deductions	67,625	77,499	112,294
Increase (Decrease)	140,852	(8,478)	69,138
Net assets available for benefits at beginning of year	683,582	257,035	767,363
Net assets available for benefits at end of year	$ 824,434	$ 248,557	$ 836,501

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING T. Rowe Price Capital Apprec. Portfolio	ING Solution 2015 Port-folio Advisor	ING Solution 2025 Port-folio Advisor	ING Solution 2035 Port-folio Advisor
Additions				
Employee contributions	$ 27,118	$ 13,162	$ 30,185	$ 26,663
Net appreciation in fair value of investments	91,412	19,354	59,431	62,551
Investment income	11,940	5,102	7,465	5,190
Loan repayments (including interest)	19,190		3,086	1,662
Exchanges	423			
Transfers, net				546
Total additions (reductions)	150,083	37,618	100,167	96,612
Deductions				
Benefit payments	15,611	9,705		16,954
Fees	67		50	37
Loan withdrawals	9,337		1,500	4,612
Corrective distributions	1,358		2,638	2,552
Transfers, net	29,538	9,484	41,544	
Total deductions	55,911	19,189	45,732	24,155
Increase (Decrease)	94,172	18,429	54,435	72,457
Net assets available for benefits at beginning of year	752,259	235,732	561,594	464,687
Net assets available for benefits at end of year	$ 846,431	$ 254,161	$ 616,029	$ 537,144

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING Solution 2045 Portfolio Advisor	Loan Activity	ING Solution Income Portfolio Advisor	ING Pioneer Mid Cap Value
Additions				
Employee contributions	$ 47,454	$	$	$ 7,012
Net appreciation (depreciation) in fair value of investments	92,789		(4)	17,228
Investment income	4,832		68	906
Loan repayments (including interest)	25,735	(168,031)		4,568
Exchanges				846
Transfers, net	10,084			
Total additions	180,894	(168,031)	64	30,560
Deductions				
Benefit payments	10,144	87,464	2,118	16,278
Fees	37			43
Loan withdrawals	6,138	(106,063)		2,178
Corrective distributions	2,693			257
Transfers, net				10,290
Total deductions	19,012	(18,599)	2,118	29,046
Increase (Decrease)	161,882	(149,432)	(2,054)	1,514
Net assets available for benefits at beginning of year	584,680	492,690	2,054	115,730
Net assets available for benefits at end of year	$ 746,562	$ 343,258	$ 0	$ 117,244

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING Baron Small Cap Growth Portfolio	Pioneer Fund	Lord Abbett Fundamental Equity Fund	Grand Total
Additions				
Employee contributions	$ 930	$ 7,976	$ 17,909	$ 449,034
Net appreciation in fair value of investments	2,052	31,274	48,149	874,634
Investment income		1,958	738	126,154
Loan repayments (including interest)	25	4,923	6,157	19,664
Exchanges			423	
Transfers, net	6,199			445,607
Total additions	9,206	46,131	73,376	1,915,093
Deductions				
Benefit payments		1,132	2,629	802,999
Fees	17	15	131	1,255
Loan withdrawals	608	3,009	5,166	
Corrective distributions	111	386	927	18,909
Transfers, net		723	24,963	445,607
Total deductions	736	5,265	33,816	1,268,770
Increase (Decrease)	8,470	40,866	39,560	646,323
Net assets available for benefits at beginning of year	5,566	204,351	262,291	8,514,098
Net assets available for benefits at end of year	$ 14,036	$ 245,217	$ 301,851	$ 9,160,421

Healey Brothers 401(K) Plan
Financial Statements
December 31, 2010
with
Independent Auditor's Report

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A schedule of reportable transactions has not been presented because there were no such transactions prohibited by IRC Section 406.

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ROBERT T. BARLOW
CERTIFIED PUBLIC ACCOUNTANT

27 GOVERNOR STREET
RIDGEFIELD, CT 06877

Independent Auditor's Report

To Participants and Plan Administrator of
Healey Brothers 401(K) Plan

I have been engaged to audit the financial statements of the Healey Brothers 401(K) Plan ("the Plan") as of December 31, 2010 and 2009 and for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010 as listed in the accompanying Table of Contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by the ING National Trust, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the Plan's investments and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010 that the information provided to the plan administrator by the trustee is complete and accurate.

As described in Note 1, these financial statements and supplemental schedules were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

Because of the significance of the information that I did not audit, I am unable to, and do not, express an opinion on the accompanying statements of net assets available for benefits and statement of changes in net assets available for benefits and schedules taken as a whole. The form and content of the information included in the statements and schedules, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

Certified Public Accountant
Ridgefield, Connecticut
July 5, 2011

Healey Brothers 401(K) Plan
Statement of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investments	$ 8,817,163	$ 8,021,408
Loans receivable from participants	343,258	492,690
Net assets available for benefits	$ 9,160,421	$ 8,514,098

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

Healey Brothers 401(K) Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2010

Additions	
Employee contributions	$ 449,034
Net appreciation in fair value of investments	874,634
Investment income	126,154
Interest – participant loans	19,664
Exchanges	
Total additions	1,469,486
Deductions	
Benefit payments	802,999
Fees	1,255
Corrective distributions	18,909
Total deductions	823,163
Net increase	646,323
Net assets available for benefits at beginning of year	8,514,098
Net assets available for benefits at end of year	$ 9,160,421

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

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

The Healey Brothers 401(K) Plan (the "Plan") financial statements are prepared on a modified cash basis. All transactions are recorded on a cash basis, except interest and investment income, which are recorded on the accrual basis.

General

The Trustee of the Plan is ING National Trust ("ING"). ING is responsible for maintaining the Plan assets.

Use of Estimates

The preparation of the financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Forfeitures

Nonvested benefits of participants who cease to be employees of the Company are forfeited. Forfeitures and the earnings thereon are used to reduce the employer contribution. There were no forfeitures in 2010.

Subsequent Events

The Plan Sponsor has evaluated events and transactions for potential recognition or disclosure thru July 5, 2011 which is the date the financial statements were available to be issued.

NOTE 2 – DESCRIPTION OF THE PLAN:

The Plan was originally effective on January 1, 1987. The Plan was a safe harbor 401(K) plan, covering employees of Healey Brothers Inc. (the "Company"). Participants must have completed at least a year of service (defined as 1,000 hours) and be at least 18 years of age.

The Plan permits an employee to reduce his or her salary under Section 401(K) of the Internal Revenue Code. Participants may contribute from 1% to 20% of eligible compensation as defined in the Plan. The maximum participant contribution allowed for 2010 was $16,500. Also, participants that attained age 50 before the end of the plan year were permitted to make "catch-up contributions" of an additional $5,500 for a total of $22,000.

In order to maintain safe harbor status, the Plan employer makes matching contributions of 100% of the first 3% and 50% of the next 2% of before-tax contributions up to a maximum of 5% of compensation. The safe harbor matching contribution is fully vested and is referred to as a basic matching contribution. In addition to the basic matching contribution, the employer may make discretionary profit-sharing contributions. Effective January 1, 2008, the plan sponsor suspended safe harbor status and elected to suspend further matching contributions effective with the first wage payment in November 2008.

The Plan permits participants to direct the investment of future contributions and/or their account balance to one or more of the available investment vehicles. Participants are immediately vested in their elective contributions, basic matching contributions and actual earnings thereon. Participants vest in the discretionary profit-sharing contributions over a five-year period (20% per year). Limited withdrawals and loans during employment are permitted under certain conditions provided for in the Plan. The minimum amount that can be borrowed is $1,000. The maximum amount that may be borrowed is one half of the vested account balance, or $50,000, whichever is less. Two loans may be outstanding at a time, and the account balance secures the amount of the loan. The interest rate on outstanding loans is set by the plan sponsor based on the market rate for similar loans. The interest rate on loans granted in 2010 was 5.25%.

Participants do not share in the earnings from the Plan's investments to the extent of any outstanding loan, except that the interest paid on such loans is allocated directly to the participant's account.

Each participant may elect that their contributions be invested in the following funds or any combination thereof:

ING Fixed Account
ING Intermediate Bond Fund
ING PIMCO Total Return Fund
ING Pioneer Mid Cap Value
ING GNMA Income Fund
ING Solution 2015 Portfolio Advisor
ING Solution 2025 Portfolio Advisor
ING Solution 2035 Portfolio Advisor
ING Solution 2045 Portfolio Advisor
ING Baron Small Cap Growth Portfolio
ING T. Rowe Price Growth Eq. Portfolio
ING T. Rowe Price Cap Apprec. Portfolio
ING Aeltus Money Market Fund
Pioneer Fund
Oppenheimer Global Fund
Oppenheimer Main St. Small Cap Fund
Lord Abbett Growth Opportunity Fund
Lord Abbett Fundamental Equity Fund
Euro Pacific
American Century Equity Income Fund

Participants may withdraw all or a portion of the before tax deferred salary contributions. Earnings cannot be withdrawn. Withdrawals are allowed for financial hardship, as defined by the Plan. After age 59 ½, withdrawals can be made without having a hardship. After a hardship withdrawal, participants cannot make contributions to any company plan.

Although they have not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan.

The foregoing description of the Plan provides only general information. Participants should refer to the Summary Plan Description available from the plan administrator for a more complete description of the Plan's provisions. The Plan is also subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

NOTE 3 – INVESTMENTS:

Investments were valued at the last publicly quoted price as of the Plan year-end. Realized and unrealized gains and losses resulting from revaluation of marketable securities to fair value are reflected in the investment income line in the statement of changes in net assets available for benefits.

All investment information disclosed in the accompanying financial statements and supplemental schedules in total and by fund, including investments held at December 31, 2010, and net realized and unrealized appreciation in fair value of investments and interest and dividends for the year ended December 31, 2010, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee. Such information has not been audited by the independent auditor.

NOTE 4 – ASSETS OF THE PLAN:

At December 31, 2010, the following investments (assets held by the Plan) represent 5% or more of the net assets of the Plan:

ING Fixed Account	$1,406,645
ING T. Rowe Price Growth Equity Portfolio	836,501
ING T. Rowe Price Cap Appreciation Portfolio	846,431
Lord Abbett Growth Opportunity Fund	824,434
ING Solution 2045 Portfolio Advisor	746,562
Oppenheimer Global Fund	686,232
ING Solution 2025 Portfolio Advisor	616,029
ING Solution 2035 Portfolio Advisor	537,144
Total	$6,499,978

NOTE 5 – INCOME TAX STATUS:

The Internal Revenue Service has ruled that the Plan is acceptable under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. The Plan obtained its latest determination letter dated November 7, 2001, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 6 – ADMINISTRATIVE EXPENSES:

Administrative expenses relating to the maintenance of participant eligibility records are paid by the Company, and accordingly, are not included in the financial statements of the Plan.

NOTE 7 – FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2010			
Mutual funds	$ 7,410,518	$ 7,410,518	$
Fixed account	1,406,645		1,406,645
Participant loans	343,258		343,258
Total	$ 9,160,421	$ 7,410,518	$ 1,749,903
December 31, 2009			
Mutual funds	$ 6,742,762	$ 6,742,762	$
Fixed account	1,278,645		1,278,645
Participant loans	492,690		492,690
Total	$ 8,514,097	$ 6,742,762	$ 1,771,335

SFAS No. 157, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the

highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices.

Level 3 Fair Value Measurements

The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The market value of the fixed account is determined by using a 7 year treasury bond rate and the fixed account interest rate.

The following table provides further details of the Level 3 Fair Value measurements.

2010

	Participant Loans	Fixed Account
Beginning balance	$ 492,690	$ 1,278,645
Issuances and settlements – net	(149,432)	
Additions and withdrawals – net		128,000
	$ 343,258	$ 1,406,645

2009

	Participant Loans	Fixed Account
Beginning balance	$ 538,488	$ 1,740,296
Issuance and settlements – net	(45,798)	
Additions and withdrawals – net		(461,651)
	$ 492,690	$ 1,278,645

Healey Brothers 401(K) Plan

Schedule of Assets Held for Investment Purposes

For the Year Ended December 31, 2010

Identity of Issue	Share Balance	Market Value *
American Funds Euro Pacific	7,333.820	$ 295,333
American Century Equity Income Fund	18,060.447	130,035
ING Fixed Account	--	1,406,645
ING Intermediate Bond Fund	14,583.874	137,818
ING PIMCO Total Return Fund	16,739.342	199,031
ING Pioneer Mid Cap Value	10,865.952	117,244
ING Baron Small Cap Growth Portfolio	757.908	14,036
ING T. Rowe Price Growth Equity Portfolio	15,656.020	836,501
ING Solution 2025 Portfolio Advisor	56,104.620	616,029
ING T. Rowe Price Cap. Appreciation Portfolio	38,024.776	846,431
ING Solution 2015 Portfolio Advisor	23,274.751	254,161
ING GNMA Income Fund	40,150.689	355,735
ING Solution 2035 Portfolio Advisor	48,002.104	537,144
ING Solution 2045 Portfolio Advisor	66,125.957	746,562
Forfeiture Holding Account	18,167.240	18,167
Lord Abbett Growth Opportunity Fund	36,576.497	824,434
Lord Abbett Fundamental Equity Fund	23,545.358	301,851
Oppenheimer Main St. Small Cap Fund	12,540.737	248,557
Oppenheimer Global Fund	11,367.105	686,232
Pioneer Fund	5,986.741	245,217
Total Investments		$ 8,021,408

* Market values have been provided by ING National Trust

Healey Brothers 401(K) Plan
Schedule of Changes in Net Assets
Available for Benefits by Fund
For the Year Ended December 31, 2010

	ING Fixed Account	American Funds Euro Pacific	ING Intermed Bond Fund	ING PIMCO Total Return Fund
Additions				
Employee contributions	$ 72,466	$ 14,328	$ 8,213	$ 15,921
Net appreciation in fair value of investments		18,437	7,106	5,386
Investment income	42,257	2,051	9,188	6,575
Loan repayments (including interest)	35,852	11,714	2,540	2,203
Exchanges	(2,115)	212	423	423
Transfers, net	394,997		12,085	21,392
Total additions	543,457	46,742	39,555	51,900
Deductions				
Benefit payments	392,192	667	173,506	167
Fees	262	60	26	23
Loan withdrawals	22,080	8,513	1,262	901
Corrective distributions	923	552	348	562
Transfers, net		49,039		
Total deductions	415,457	58,831	175,142	1,653
Increase (Decrease)	128,000	(12,089)	(135,587)	50,247
Net assets available for benefits at beginning of year	1,278,645	307,422	273,405	148,784
Net assets available for benefits at end of year	$1,406,645	$ 295,333	$ 137,818	$ 199,031

Healey Brothers 401(K) Plan
Schedule of Changes in Net Assets
Available for Benefits by Fund
For the Year Ended December 31, 2010

	Oppenheimer Global Fund	ING GNMA Income Fund	Forfeiture Holding Account	American Century Equity Income Fund
Additions				
Employee contributions	$ 36,716	$ 16,499	$	$ 10,481
Net appreciation in fair value of investments	82,459	7,206		10,969
Investment income	10,490	14,139		2,998
Loan repayments (including interest)	15,354	4,829		6,865
Exchanges	(423)	(1,057)		
Transfers, net			304	
Total additions	144,596	41,616	304	31,313
Deductions				
Benefit payments	10,749	7,440		927
Fees	137	7		19
Loan withdrawals	10,816	1,253		423
Corrective distributions	1,484	434		273
Transfers, net	11,217	68,205		30,504
Total deductions	34,403	77,339		32,146
Increase (Decrease)	110,193	(35,723)	304	(833)
Net assets available for benefits at beginning of year	576,039	391,458	17,863	130,868
Net assets available for benefits at end of year	$ 686,232	$ 355,735	$ 18,167	$ 130,035

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	Lord Abbett Growth Opportunity Fund	Oppenheimer Main Street Small Cap Fund	ING T. Rowe Price Growth Equity Portfolio
Additions			
Employee contributions	$ 35,760	$ 19,230	$ 41,011
Net appreciation in fair value of investments	157,418	44,352	117,065
Investment income			257
Loan repayments (including interest)	15,299	5,016	22,677
Exchanges		423	422
Transfers, net			
Total additions	208,477	69,021	181,432
Deductions			
Benefit payments	48,261	2,343	4,712
Fees	144	37	143
Loan withdrawals	13,620	1,493	13,154
Corrective distributions	1,079	1,003	1,329
Transfers, net	4,521	72,623	92,956
Total deductions	67,625	77,499	112,294
Increase (Decrease)	140,852	(8,478)	69,138
Net assets available for benefits at beginning of year	683,582	257,035	767,363
Net assets available for benefits at end of year	$ 824,434	$ 248,557	$ 836,501

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING T. Rowe Price Capital Apprec. Portfolio	ING Solution 2015 Port-folio Advisor	ING Solution 2025 Port-folio Advisor	ING Solution 2035 Port-folio Advisor
Additions				
Employee contributions	$ 27,118	$ 13,162	$ 30,185	$ 26,663
Net appreciation in fair value of investments	91,412	19,354	59,431	62,551
Investment income	11,940	5,102	7,465	5,190
Loan repayments (including interest)	19,190		3,086	1,662
Exchanges	423			
Transfers, net				546
Total additions (reductions)	150,083	37,618	100,167	96,612
Deductions				
Benefit payments	15,611	9,705		16,954
Fees	67		50	37
Loan withdrawals	9,337		1,500	4,612
Corrective distributions	1,358		2,638	2,552
Transfers, net	29,538	9,484	41,544	
Total deductions	55,911	19,189	45,732	24,155
Increase (Decrease)	94,172	18,429	54,435	72,457
Net assets available for benefits at beginning of year	752,259	235,732	561,594	464,687
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Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING Solution 2045 Portfolio Advisor	Loan Activity	ING Solution Income Portfolio Advisor	ING Pioneer Mid Cap Value
Additions				
Employee contributions	$ 47,454	$	$	$ 7,012
Net appreciation (depreciation) in fair value of investments	92,789		(4)	17,228
Investment income	4,832		68	906
Loan repayments (including interest)	25,735	(168,031)		4,568
Exchanges				846
Transfers, net	10,084			
Total additions	180,894	(168,031)	64	30,560
Deductions				
Benefit payments	10,144	87,464	2,118	16,278
Fees	37			43
Loan withdrawals	6,138	(106,063)		2,178
Corrective distributions	2,693			257
Transfers, net				10,290
Total deductions	19,012	(18,599)	2,118	29,046
Increase (Decrease)	161,882	(149,432)	(2,054)	1,514
Net assets available for benefits at beginning of year	584,680	492,690	2,054	115,730
Net assets available for benefits at end of year	$ 746,562	$ 343,258	$ 0	$ 117,244

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING Baron Small Cap Growth Portfolio	Pioneer Fund	Lord Abbett Fundamental Equity Fund	Grand Total
Additions				
Employee contributions	$ 930	$ 7,976	$ 17,909	$ 449,034
Net appreciation in fair value of investments	2,052	31,274	48,149	874,634
Investment income		1,958	738	126,154
Loan repayments (including interest)	25	4,923	6,157	19,664
Exchanges			423	
Transfers, net	6,199			445,607
Total additions	9,206	46,131	73,376	1,915,093
Deductions				
Benefit payments		1,132	2,629	802,999
Fees	17	15	131	1,255
Loan withdrawals	608	3,009	5,166	
Corrective distributions	111	386	927	18,909
Transfers, net		723	24,963	445,607
Total deductions	736	5,265	33,816	1,268,770
Increase (Decrease)	8,470	40,866	39,560	646,323
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Healey Brothers 401(K) Plan
Financial Statements
December 31, 2010
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Independent Auditor's Report

Healey Brothers 401(K) Plan
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CERTIFIED PUBLIC ACCOUNTANT

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Certified Public Accountant
Ridgefield, Connecticut
July 5, 2011

Healey Brothers 401(K) Plan
Statement of Net Assets Available for Benefits
December 31, 2010 and 2009

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Investments	$ 8,817,163	$ 8,021,408
Loans receivable from participants	343,258	492,690
Net assets available for benefits	$ 9,160,421	$ 8,514,098

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Healey Brothers 401(K) Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2010

Additions	
Employee contributions	$ 449,034
Net appreciation in fair value of investments	874,634
Investment income	126,154
Interest – participant loans	19,664
Exchanges	
Total additions	1,469,486
Deductions	
Benefit payments	802,999
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Total deductions	823,163
Net increase	646,323
Net assets available for benefits at beginning of year	8,514,098
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The Plan Sponsor has evaluated events and transactions for potential recognition or disclosure thru July 5, 2011 which is the date the financial statements were available to be issued.

NOTE 2 – DESCRIPTION OF THE PLAN:

The Plan was originally effective on January 1, 1987. The Plan was a safe harbor 401(K) plan, covering employees of Healey Brothers Inc. (the "Company"). Participants must have completed at least a year of service (defined as 1,000 hours) and be at least 18 years of age.

The Plan permits an employee to reduce his or her salary under Section 401(K) of the Internal Revenue Code. Participants may contribute from 1% to 20% of eligible compensation as defined in the Plan. The maximum participant contribution allowed for 2010 was $16,500. Also, participants that attained age 50 before the end of the plan year were permitted to make "catch-up contributions" of an additional $5,500 for a total of $22,000.

In order to maintain safe harbor status, the Plan employer makes matching contributions of 100% of the first 3% and 50% of the next 2% of before-tax contributions up to a maximum of 5% of compensation. The safe harbor matching contribution is fully vested and is referred to as a basic matching contribution. In addition to the basic matching contribution, the employer may make discretionary profit-sharing contributions. Effective January 1, 2008, the plan sponsor suspended safe harbor status and elected to suspend further matching contributions effective with the first wage payment in November 2008.

The Plan permits participants to direct the investment of future contributions and/or their account balance to one or more of the available investment vehicles. Participants are immediately vested in their elective contributions, basic matching contributions and actual earnings thereon. Participants vest in the discretionary profit-sharing contributions over a five-year period (20% per year). Limited withdrawals and loans during employment are permitted under certain conditions provided for in the Plan. The minimum amount that can be borrowed is $1,000. The maximum amount that may be borrowed is one half of the vested account balance, or $50,000, whichever is less. Two loans may be outstanding at a time, and the account balance secures the amount of the loan. The interest rate on outstanding loans is set by the plan sponsor based on the market rate for similar loans. The interest rate on loans granted in 2010 was 5.25%.

Participants do not share in the earnings from the Plan's investments to the extent of any outstanding loan, except that the interest paid on such loans is allocated directly to the participant's account.

Each participant may elect that their contributions be invested in the following funds or any combination thereof:

ING Fixed Account
ING Intermediate Bond Fund
ING PIMCO Total Return Fund
ING Pioneer Mid Cap Value
ING GNMA Income Fund
ING Solution 2015 Portfolio Advisor
ING Solution 2025 Portfolio Advisor
ING Solution 2035 Portfolio Advisor
ING Solution 2045 Portfolio Advisor
ING Baron Small Cap Growth Portfolio
ING T. Rowe Price Growth Eq. Portfolio
ING T. Rowe Price Cap Apprec. Portfolio
ING Aeltus Money Market Fund
Pioneer Fund
Oppenheimer Global Fund
Oppenheimer Main St. Small Cap Fund
Lord Abbett Growth Opportunity Fund
Lord Abbett Fundamental Equity Fund
Euro Pacific
American Century Equity Income Fund

Participants may withdraw all or a portion of the before tax deferred salary contributions. Earnings cannot be withdrawn. Withdrawals are allowed for financial hardship, as defined by the Plan. After age 59 ½, withdrawals can be made without having a hardship. After a hardship withdrawal, participants cannot make contributions to any company plan.

Although they have not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan.

The foregoing description of the Plan provides only general information. Participants should refer to the Summary Plan Description available from the plan administrator for a more complete description of the Plan's provisions. The Plan is also subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

NOTE 3 – INVESTMENTS:

Investments were valued at the last publicly quoted price as of the Plan year-end. Realized and unrealized gains and losses resulting from revaluation of marketable securities to fair value are reflected in the investment income line in the statement of changes in net assets available for benefits.

All investment information disclosed in the accompanying financial statements and supplemental schedules in total and by fund, including investments held at December 31, 2010, and net realized and unrealized appreciation in fair value of investments and interest and dividends for the year ended December 31, 2010, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee. Such information has not been audited by the independent auditor.

NOTE 4 – ASSETS OF THE PLAN:

At December 31, 2010, the following investments (assets held by the Plan) represent 5% or more of the net assets of the Plan:

ING Fixed Account	$1,406,645
ING T. Rowe Price Growth Equity Portfolio	836,501
ING T. Rowe Price Cap Appreciation Portfolio	846,431
Lord Abbett Growth Opportunity Fund	824,434
ING Solution 2045 Portfolio Advisor	746,562
Oppenheimer Global Fund	686,232
ING Solution 2025 Portfolio Advisor	616,029
ING Solution 2035 Portfolio Advisor	537,144
Total	$6,499,978

NOTE 5 – INCOME TAX STATUS:

The Internal Revenue Service has ruled that the Plan is acceptable under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. The Plan obtained its latest determination letter dated November 7, 2001, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 6 – ADMINISTRATIVE EXPENSES:

Administrative expenses relating to the maintenance of participant eligibility records are paid by the Company, and accordingly, are not included in the financial statements of the Plan.

NOTE 7 – FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2010			
Mutual funds	$ 7,410,518	$ 7,410,518	$
Fixed account	1,406,645		1,406,645
Participant loans	343,258		343,258
Total	$ 9,160,421	$ 7,410,518	$ 1,749,903
December 31, 2009			
Mutual funds	$ 6,742,762	$ 6,742,762	$
Fixed account	1,278,645		1,278,645
Participant loans	492,690		492,690
Total	$ 8,514,097	$ 6,742,762	$ 1,771,335

SFAS No. 157, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the

highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices.

Level 3 Fair Value Measurements

The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The market value of the fixed account is determined by using a 7 year treasury bond rate and the fixed account interest rate.

The following table provides further details of the Level 3 Fair Value measurements.

2010

	Participant Loans	Fixed Account
Beginning balance	$ 492,690	$ 1,278,645
Issuances and settlements – net	(149,432)	
Additions and withdrawals – net		128,000
	$ 343,258	$ 1,406,645

2009

	Participant Loans	Fixed Account
Beginning balance	$ 538,488	$ 1,740,296
Issuance and settlements – net	(45,798)	
Additions and withdrawals – net		(461,651)
	$ 492,690	$ 1,278,645

Healey Brothers 401(K) Plan

Schedule of Assets Held for Investment Purposes

For the Year Ended December 31, 2010

Identity of Issue	Share Balance	Market Value *
American Funds Euro Pacific	7,333.820	$ 295,333
American Century Equity Income Fund	18,060.447	130,035
ING Fixed Account	--	1,406,645
ING Intermediate Bond Fund	14,583.874	137,818
ING PIMCO Total Return Fund	16,739.342	199,031
ING Pioneer Mid Cap Value	10,865.952	117,244
ING Baron Small Cap Growth Portfolio	757.908	14,036
ING T. Rowe Price Growth Equity Portfolio	15,656.020	836,501
ING Solution 2025 Portfolio Advisor	56,104.620	616,029
ING T. Rowe Price Cap. Appreciation Portfolio	38,024.776	846,431
ING Solution 2015 Portfolio Advisor	23,274.751	254,161
ING GNMA Income Fund	40,150.689	355,735
ING Solution 2035 Portfolio Advisor	48,002.104	537,144
ING Solution 2045 Portfolio Advisor	66,125.957	746,562
Forfeiture Holding Account	18,167.240	18,167
Lord Abbett Growth Opportunity Fund	36,576.497	824,434
Lord Abbett Fundamental Equity Fund	23,545.358	301,851
Oppenheimer Main St. Small Cap Fund	12,540.737	248,557
Oppenheimer Global Fund	11,367.105	686,232
Pioneer Fund	5,986.741	245,217
Total Investments		$ 8,021,408

* Market values have been provided by ING National Trust

Healey Brothers 401(K) Plan
Schedule of Changes in Net Assets
Available for Benefits by Fund
For the Year Ended December 31, 2010

	ING Fixed Account	American Funds Euro Pacific	ING Intermed Bond Fund	ING PIMCO Total Return Fund
Additions				
Employee contributions	$ 72,466	$ 14,328	$ 8,213	$ 15,921
Net appreciation in fair value of investments		18,437	7,106	5,386
Investment income	42,257	2,051	9,188	6,575
Loan repayments (including interest)	35,852	11,714	2,540	2,203
Exchanges	(2,115)	212	423	423
Transfers, net	394,997		12,085	21,392
Total additions	543,457	46,742	39,555	51,900
Deductions				
Benefit payments	392,192	667	173,506	167
Fees	262	60	26	23
Loan withdrawals	22,080	8,513	1,262	901
Corrective distributions	923	552	348	562
Transfers, net		49,039		
Total deductions	415,457	58,831	175,142	1,653
Increase (Decrease)	128,000	(12,089)	(135,587)	50,247
Net assets available for benefits at beginning of year	1,278,645	307,422	273,405	148,784
Net assets available for benefits at end of year	$1,406,645	$ 295,333	$ 137,818	$ 199,031

Healey Brothers 401(K) Plan
Schedule of Changes in Net Assets
Available for Benefits by Fund
For the Year Ended December 31, 2010

	Oppenheimer Global Fund	ING GNMA Income Fund	Forfeiture Holding Account	American Century Equity Income Fund
Additions				
Employee contributions	$ 36,716	$ 16,499	$	$ 10,481
Net appreciation in fair value of investments	82,459	7,206		10,969
Investment income	10,490	14,139		2,998
Loan repayments (including interest)	15,354	4,829		6,865
Exchanges	(423)	(1,057)		
Transfers, net			304	
Total additions	144,596	41,616	304	31,313
Deductions				
Benefit payments	10,749	7,440		927
Fees	137	7		19
Loan withdrawals	10,816	1,253		423
Corrective distributions	1,484	434		273
Transfers, net	11,217	68,205		30,504
Total deductions	34,403	77,339		32,146
Increase (Decrease)	110,193	(35,723)	304	(833)
Net assets available for benefits at beginning of year	576,039	391,458	17,863	130,868
Net assets available for benefits at end of year	$ 686,232	$ 355,735	$ 18,167	$ 130,035

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	Lord Abbett Growth Opportunity Fund	Oppenheimer Main Street Small Cap Fund	ING T. Rowe Price Growth Equity Portfolio
Additions			
Employee contributions	$ 35,760	$ 19,230	$ 41,011
Net appreciation in fair value of investments	157,418	44,352	117,065
Investment income			257
Loan repayments (including interest)	15,299	5,016	22,677
Exchanges		423	422
Transfers, net			
Total additions	208,477	69,021	181,432
Deductions			
Benefit payments	48,261	2,343	4,712
Fees	144	37	143
Loan withdrawals	13,620	1,493	13,154
Corrective distributions	1,079	1,003	1,329
Transfers, net	4,521	72,623	92,956
Total deductions	67,625	77,499	112,294
Increase (Decrease)	140,852	(8,478)	69,138
Net assets available for benefits at beginning of year	683,582	257,035	767,363
Net assets available for benefits at end of year	$ 824,434	$ 248,557	$ 836,501

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING T. Rowe Price Capital Apprec. Portfolio	ING Solution 2015 Port-folio Advisor	ING Solution 2025 Port-folio Advisor	ING Solution 2035 Port-folio Advisor
Additions				
Employee contributions	$ 27,118	$ 13,162	$ 30,185	$ 26,663
Net appreciation in fair value of investments	91,412	19,354	59,431	62,551
Investment income	11,940	5,102	7,465	5,190
Loan repayments (including interest)	19,190		3,086	1,662
Exchanges	423			
Transfers, net				546
Total additions (reductions)	150,083	37,618	100,167	96,612
Deductions				
Benefit payments	15,611	9,705		16,954
Fees	67		50	37
Loan withdrawals	9,337		1,500	4,612
Corrective distributions	1,358		2,638	2,552
Transfers, net	29,538	9,484	41,544	
Total deductions	55,911	19,189	45,732	24,155
Increase (Decrease)	94,172	18,429	54,435	72,457
Net assets available for benefits at beginning of year	752,259	235,732	561,594	464,687
Net assets available for benefits at end of year	$ 846,431	$ 254,161	$ 616,029	$ 537,144

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING Solution 2045 Portfolio Advisor	Loan Activity	ING Solution Income Portfolio Advisor	ING Pioneer Mid Cap Value
Additions				
Employee contributions	$ 47,454	$	$	$ 7,012
Net appreciation (depreciation) in fair value of investments	92,789		(4)	17,228
Investment income	4,832		68	906
Loan repayments (including interest)	25,735	(168,031)		4,568
Exchanges				846
Transfers, net	10,084			
Total additions	180,894	(168,031)	64	30,560
Deductions				
Benefit payments	10,144	87,464	2,118	16,278
Fees	37			43
Loan withdrawals	6,138	(106,063)		2,178
Corrective distributions	2,693			257
Transfers, net				10,290
Total deductions	19,012	(18,599)	2,118	29,046
Increase (Decrease)	161,882	(149,432)	(2,054)	1,514
Net assets available for benefits at beginning of year	584,680	492,690	2,054	115,730
Net assets available for benefits at end of year	$ 746,562	$ 343,258	$ 0	$ 117,244

Healey Brothers 401(K) Plan

Schedule of Changes in Net Assets

Available for Benefits by Fund

For the Year Ended December 31, 2010

	ING Baron Small Cap Growth Portfolio	Pioneer Fund	Lord Abbett Fundamental Equity Fund	Grand Total
Additions				
Employee contributions	$ 930	$ 7,976	$ 17,909	$ 449,034
Net appreciation in fair value of investments	2,052	31,274	48,149	874,634
Investment income		1,958	738	126,154
Loan repayments (including interest)	25	4,923	6,157	19,664
Exchanges			423	
Transfers, net	6,199			445,607
Total additions	9,206	46,131	73,376	1,915,093
Deductions				
Benefit payments		1,132	2,629	802,999
Fees	17	15	131	1,255
Loan withdrawals	608	3,009	5,166	
Corrective distributions	111	386	927	18,909
Transfers, net		723	24,963	445,607
Total deductions	736	5,265	33,816	1,268,770
Increase (Decrease)	8,470	40,866	39,560	646,323
Net assets available for benefits at beginning of year	5,566	204,351	262,291	8,514,098
Net assets available for benefits at end of year	$ 14,036	$ 245,217	$ 301,851	$ 9,160,421