Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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
BODINE ELECTRIC COMPANY EMPLOYEE'S SAVINGS & INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 12/01/1986

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

201 NORTHFIELD ROAD
NORTHFIELD, IL 60093

201 NORTHFIELD ROAD
NORTHFIELD, IL 60093

2b Employer Identification Number (EIN)
36-0821210

2c Sponsor's telephone number
773-478-3515

2d Business code (see instructions)
335310

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.	08/02/2011	JEFFREY STAHL
	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")
BODINE ELECTRIC COMPANY

201 NORTHFIELD ROAD
NORTHFIELD, IL 60093

3b Administrator's EIN
36-0821210

3c Administrator's telephone number
773-478-3515

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**	418
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**	320
b	Retired or separated participants receiving benefits	**6b**	6
c	Other retired or separated participants entitled to future benefits	**6c**	62
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	388
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	11
f	Total. Add lines **6d** and **6e**	**6f**	399
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	368
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
BODINE ELECTRIC COMPANY EMPLOYEE'S SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BODINE ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-0821210

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	5760	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ SMCPVAL AD - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EATON LG CAP VALUE A - PNC GLOBAL I 04-2871943	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS FORTY S - JANUS SERVICES LLC 43-1804048	0.50%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF SM CO GRTH P - MORGAN STANLEY 13-3799749	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB INTL FUND TRUST - STATE STREET B ONE LINCOLN STREET BOSTON, MA 02111	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
BODINE ELECTRIC COMPANY EMPLOYEE'S SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BODINE ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-0821210

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	248610

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
BODINE ELECTRIC COMPANY EMPLOYEE'S SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BODINE ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-0821210

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)	3336001	2801043
(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)	229816	252533
(9) Value of interest in common/collective trusts	1c(9)	196618	248610
(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)	13001729	14513971
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	16764164	17816157
	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	16764164	17816157

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)	165860	
	(B) Participants	2a(1)(B)	926400	
	(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)		1092260
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	585	
	(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)	15990	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		16575
	(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)	320303	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		320303
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		8540
	(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)		1565118
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		3002796
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1944978	
	(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)		1944978
f	Corrective distributions (see instructions)	2f		16
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: **(1)** Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	5809	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5809
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1950803
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		1051993
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: HONKAMP KRUEGER & CO, P.C. **(2)** EIN: 42-0946155

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		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
BODINE ELECTRIC COMPANY EMPLOYEE'S SAVINGS & INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BODINE ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-0821210

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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):

Bodine Electric Company
Employees' Savings & Investment Plan

Financial Statements

December 31, 2010 and 2009

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HONKAMP KRUEGER & CO, P.C.
CPAs & Business Consultants

Independent Auditor's Report

Board of Trustees
Bodine Electric Company
Employees' Savings & Investment Plan
Chicago, Illinois

We were engaged to audit the financial statements and supplemental schedule of Bodine Electric Company Employees' Savings & Investment Plan (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

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

HONKAMP KRUEGER & CO., P.C.

Honkamp Krueger & Co.

Dubuque, Iowa
July 25, 2011

2345 JFK Road | P.O. Box 699 | Dubuque, IA 52004 | 563.556.0123 | TOLL FREE 888.556.0123 | FAX 563.556.8762 | www.honkamp.com

Your partner in success.

Bodine Electric Company
Employees' Savings & Investment Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at Fair Value:		
Mutual Funds	$ 14,513,971	$ 13,001,729
Money Market Funds	2,801,043	3,336,001
Common/Collective Trusts	248,610	196,618
Total Investments, at Fair Value	17,563,624	16,534,348
Receivables:		
Notes Receivable from Participants	252,533	229,816
Total Receivables	252,533	229,816
Total Assets	17,816,157	16,764,164
Net Assets Available for Benefits, at Fair Value	17,816,157	16,764,164
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(2,021)	3,656
Net Assets Available for Benefits	$ 17,814,136	$ 16,767,820

See Accompanying Notes to Financial Statements

Bodine Electric Company
Employees' Savings & Investment Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2010

ADDITIONS	
Additions to Net Assets Attributed to:	
Investment Income:	
Net Appreciation in Fair Value of Investments	$ 1,567,981
Interest and Dividends	320,888
Total Investment Income	1,888,869
Interest Income on Notes Receivable from Participants	15,990
Contributions:	
Employee	926,400
Employer	165,860
Total Contributions	1,092,260
Total Additions to Net Assets	2,997,119
DEDUCTIONS	
Deductions from Net Assets Attributed to:	
Benefits Paid to or on Behalf of Participants	1,944,978
Corrective Distributions	16
Administrative Fees	5,809
Total Deductions from Net Assets	1,950,803
Net Increase in Net Assets Available for Benefits	1,046,316
Net Assets Available for Benefits:	
Beginning of Year	16,767,820
End of Year	$ 17,814,136

See Accompanying Notes to Financial Statements

Bodine Electric Company
Employees' Savings & Investment Plan

Notes to Financial Statements

NOTE 1. Plan Description

The following description of the Bodine Electric Company Employees' Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing and 401(k) plan covering eligible employees of Bodine Electric Company (the "Company"). For purposes of making employee deferral contributions, employees must complete at least three months of service and attain age 18. Upon meeting eligibility requirements, employees are automatically enrolled in the plan to defer 3% of eligible compensation, unless the employee elects not to participate. For purposes of receiving matching contributions, eligible participants must complete one year of service of at least 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

The Plan is funded by voluntary contributions of participants and discretionary matching and profit sharing contributions of the Company. Participants may contribute to the Plan, through regular payroll deductions, an amount subject to limitations imposed by the Internal Revenue Code. Participants may also roll over amounts representing distributions from other qualified employee benefit plans. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Company made matching contributions of $165,860 to the Plan for the year ended December 31, 2010. The Company made no discretionary profit sharing contributions to the Plan for the year ended December 31, 2010.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company discretionary and profit sharing contributions (b) plan earnings by fund, and (c) charged with an allocation of administrative expenses. The Company's discretionary matching contribution is allocated based on a percentage of the participant's contribution. The Company's discretionary profit sharing contribution is allocated as of the last day of the plan year and is based on a ratio of each participant's compensation to total compensation for all participants. Plan earnings are allocated to participants' accounts in direct proportion to their respective account balances, based on the performance of participants' investment selections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

NOTE 1. Plan Description (Continued)

Investment Options

Participants must direct their salary deferral contributions and the Company's contributions into a variety of investment funds made available and determined by the Plan Administrator. Participants may change their investment options at any time. Please refer to the plan agreement for a more complete description of the Plan's investment options.

Vesting

Participants are immediately fully vested in all participant and Company contributions, plus the actual earnings thereon.

Payment of Benefits

On termination of service, a participant may elect to receive a single, lump-sum payment equal to the value of his or her vested account balance, installments over a specified period of time, or a direct rollover distribution. Hardship withdrawals are also permitted by the Plan. If the value of participant's vested account balance does not exceed $1,000, the entire vested account balance shall be payable in a single-sum upon termination of service. There was $1,229 in vested balances owed to participants terminating before December 31, 2010.

Notes Receivable from Participants

Participants are permitted to take loans from the Plan up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The loans are collateralized by the borrowers' respective vested account balances and bear interest at 4.50% to 8.25%. Principal and interest are paid through payroll deductions over a period not to exceed five years, unless for the purchase of a primary residence. Related interest income totaled $15,990 for the year ended December 31, 2010.

Hardship Distributions

Participants may elect to withdraw all or a portion of their fund accounts if they incur a hardship. Payments for deductible medical expenses or post secondary tuition for the participant, spouse, or dependents, the purchase of a principal residence for the participant or to prevent eviction or foreclosure of the participant's principal residence are eligible for a hardship distribution. The participant may not make elective deferrals to the plan for the six-month period following the date of the hardship distribution.

NOTE 1. Plan Description (Continued)

Administrative Expenses

Certain expenses incurred in connection with the general administration of the Plan are paid by the Plan and are recorded in the accompanying statement of changes in net assets available for benefits as administrative expenses. All other administrative expenses are absorbed by the plan sponsor.

Reclassification

Certain reclassifications have been made to the 2009 financial statements to conform to the 2010 presentation. The reclassifications had no effect on the Statements of Net Assets Available for Benefits or the Statement of Changes in Net Assets Available for Benefits.

NOTE 2. Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 10 for discussion of fair value measurements.

The investments in the fully benefit-responsive investment contracts are stated at contract value which is equal to principal balance plus accrued interest. As described in Financial Accounting Standards Board Staff Position, ASC Topic 946, *Reporting of Fully Benefit-*

NOTE 2. Significant Accounting Policies (Continued)

***Valuation of Investments and Income Recognition* (Continued)**

Responsive Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The Plan's investments in mutual funds are stated at fair value based on quoted market prices, which represents the net asset value of shares held by the Plan at year-end. Investments in common/collective trust funds are reported at values quoted by the trust.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Changes in the fair value of mutual funds and common/collective trust funds are recognized when the investments appreciate or depreciate in value. Purchases and sales of securities are recorded on a trade-date basis.

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

NOTE 3. Funding Policy

The Company's annual contribution to the Plan consists of a matching contribution based upon the employee's contribution. Company contributions are recorded as plan assets when accrued by the Company.

NOTE 4. Priorities Upon Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 5. Income Tax Status

The Plan has adopted a standardized form of a prototype plan sponsored by Fidelity Management and Research Company. The prototype plan has received an opinion letter from the Internal Revenue Service, dated March 31, 2008, as to the prototype plan's qualified status under the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter, however the Plan administrator and the Plan's tax counsel believe that the Plan and its underlying trust is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 6. Related-Party and Party-In-Interest Transactions

Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Participant loans totaled $252,533 and $229,816 as of December 31, 2010 and 2009, respectively. Administrative expenses not including brokerage fees paid to the related party by the plan totaled $5,809 for the year ended December 31, 2010.

NOTE 7. Investments and Information Certified by the Plan's Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

The Plan's investments are held the Plan's trustee. The following table represents the fair values of investments as determined by quoted market price, as of December 31, 2010 and 2009. Investments representing 5% or more of the Plan's net assets as of December 31, 2010, are identified with a '*'.

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

	2010	2009
Investments, at Fair Value:		
Fidelity Retirement Money Market Portfolio *	$ 2,801,043	$ 3,336,001
Fidelity Low-Priced Stock Fund *	2,791,277	2,515,561
Pacific Investment Management Company Total Return Fund *	1,385,251	1,694,050
Fidelity Ginnie Mae Fund	809,875	857,485
Fidelity Freedom 2020 Fund *	1,366,793	1,118,968
Janus Adviser Forty Capital Appreciation Fund *	994,808	1,005,227
Eaton Large Cap Value Fund	41,290	11,833
Fidelity Freedom 2030 Fund *	893,408	767,270
Fidelity Growth Company Fund *	910,806	711,378
Fidelity Freedom 2010 Fund	401,363	363,405
Fidelity Diversified International Fund	500,283	479,755
Fidelity Mid-Cap Stock Fund	858,198	618,239
Fidelity Freedom 2015 Fund	342,817	319,967
Fidelity Equity Income Fund	530,130	432,665
Fidelity Spartan U.S. Equity Index Fund	535,464	425,201
Morgan Stanley Institutional Fund Small Company Growth Portfolio	488,749	333,993
Fidelity Freedom 2025 Fund	380,499	298,047
Fidelity Freedom Income Fund	143,140	182,267
Fidelity Freedom 2000 Fund	85,992	130,414

NOTE 7. Investments and Information Certified by the Plan's Trustee (Continued)

	2010	2009
Investments, at Fair Value (Continued):		
Fidelity Value Fund	$ 278,195	$ 202,784
Neuberger Berman International Fund Trust	95,618	127,807
Fidelity Freedom 2040 Fund	205,012	154,341
Fidelity Freedom 2035 Fund	150,990	107,967
Allianz NFJ Small-Cap Fund Admin	103,218	24,258
Fidelity Freedom 2050 Fund	140,408	74,094
Fidelity Freedom 2005 Fund	13,644	12,340
Fidelity Freedom 2045 Fund	66,743	32,413
Fidelity Common Trust Fund	248,610	196,618
Participant Loans (A)	252,533	229,816
Total Investments, at Fair Value	$ 17,816,157	$ 16,764,164

(A) Participant Loans are not certified.

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,567,981.

	Year Ended December 31, 2010
Common/Collective Trusts	$ 8,540
Mutual Funds	1,559,441
	$ 1,567,981

The Plan offers an investment in the Fidelity Managed Income Portfolio (the "Portfolio"), which invests in the Fidelity Group Trust for Employee Benefit Plans (the "Trust"), a fully benefit-responsive investment contract with Fidelity Management Trust Company. The Portfolio's investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. To achieve its investment objective, the Portfolio invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into "wrapper" contracts issued by third parties and invests in cash equivalents represented by shares in money market funds. Fidelity Management Trust Company seeks to minimize the exposure of the Portfolio to wrap credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers.

The Trust enters into wrapper contracts (also known as synthetic GICs). In a synthetic GIC structure, the underlying investments are owned by the Trust for plan participants. The Trust

NOTE 7. Investments and Information Certified by the Plan's Trustee (Continued)

enters into wrapper contracts from high-quality insurance companies or banks that serve to substantially offset the price fluctuations in the underlying investments caused by movements in interest rates. Each wrapper contract obligates the wrapper provider to maintain the "contract value" of the underlying investments. The contract value is generally equal to the principal amounts invested in the underlying investments, plus interest accrued at a crediting rate established under the contract, less any adjustments for withdrawals (as specified in the wrapper agreement). Under the terms of the wrapper contract, the realized and unrealized gains and losses on the underlying investments are, in effect, amortized over the duration of the underlying investments through adjustments to the future contract interest crediting rate (which is the rate earned by participants in the Trust for the underlying investments). The wrapper contract provides that the adjustments to the interest crediting rate will not result in an interest crediting rate that is less than zero. This ensures that participants' principal and accrued interest will be protected.

In general, if the contract value of the wrapper agreement exceeds the market value of the underlying investments (including accrued interest), the wrapper provider becomes obligated to pay that difference to the Trust in the event that shareholder redemptions result in a total contract liquidation. In the event that there are partial shareholder redemptions that would otherwise cause the contract's crediting rate to fall below zero percent, the wrapper provider is obligated to contribute to the Trust an amount necessary to maintain the contract's crediting rate of at least zero percent. The circumstance under which payments are made and the timing of payments between the Trust and the wrapper provider may vary based on the terms of the wrapper contract.

The Plan may terminate its participation in the contract if specific events occur. If one of those events occurred, the Plan will receive the market value of the underlying investments.

Because the contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the contract. Contract value, as reported to the Plan by Fidelity Management Trust Company, represents contributions made under the contract, plus accrued interest, less participant withdrawal or transfer of all or a portion of their investment at contract value.

The average yield and crediting interest rates for the investment contract were 1.65% and 1.94%, and 3.42% and 1.70%, respectively, for 2010 and 2009. The investment contracts were rated from A- to AAA at December 31, 2010 and 2009.

NOTE 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the year ended December 31, 2010.

Financial Statements	
Net Appreciation in Fair Value of Investments	$ 1,567,981
Interest and Dividends	320,888
Investment Income per Financial Statements	$ 1,888,869
Form 5500	
Interest on Interest-Bearing Cash	$ 585
Dividends	320,303
Net Investment Gain from Common/Collective Trusts	8,540
Net Investment Gain from Registered Investment Companies	1,565,118
Investment Income per Form 5500	1,894,546
Less: Adjustment from Contract Value to Fair Value for Benefit-Responsive Collective Funds at December 31, 2009	(3,656)
Plus: Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Collective Funds at December 31, 2010	(2,021)
Investment Income per Financial Statements	$ 1,888,869

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2010.

Net Assets Available for Benefits per the Financial Statements	$ 17,814,136
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contracts	2,021
Net Assets Available for Benefits per the Form 5500	$ 17,816,157

NOTE 9. Risks and Uncertainties

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

NOTE 9. Risks and Uncertainties (Continued)

Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan, which could impact the value of investments after the date of these financial statements.

NOTE 10. Fair Value Measurements

ASC Topic 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • Quoted prices for similar assets or liabilities in active markets; • Quoted prices for identical or similar assets or liabilities in inactive markets; • Inputs other than quoted prices that are observable for the asset or liability; • Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

NOTE 10. Fair Value Measurements (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Money Market Fund: Valued at the net asset value ("NAV") of shares held by the plan at year-end.

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

Common/Collective Trusts: Valued at estimated fair value as quoted by the trust.

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

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

		Investments at Estimated Fair Value		
	Investments at Fair Value as Determined by Quoted Prices in Active Markets (Level I)	Valuation Techniques Based on Observable Market Data (Level II)	Valuation Techniques Incorporating Information Other Than Observable Market Data (Level III)	Total
Money Market Funds	$ 2,801,043	$ -----	$ -----	$ 2,801,043
Mutual Funds:				
Value Funds	2,791,277	-----	-----	2,791,277
Debt Funds	1,385,251	-----	-----	1,385,251
Growth Funds	2,990,264	-----	-----	2,990,264
Core Funds	1,280,901	-----	-----	1,280,901
Equity Income Funds	530,130	-----	-----	530,130
Target Funds	4,190,809	-----	-----	4,190,809
Index Funds	535,464	-----	-----	535,464
Other Funds	809,875	-----	-----	809,875
Common/Collective Trust	-----	248,610	-----	248,610
Total Investments	$ 17,315,014	$ 248,610	$ -----	$ 17,563,624

NOTE 10. Fair Value Measurements (Continued)

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

	Investments at Estimated Fair Value			
	Investments at Fair Value as Determined by Quoted Prices in Active Markets (Level I)	Valuation Techniques Based on Observable Market Data (Level II)	Valuation Techniques Incorporating Information Other Than Observable Market Data (Level III)	Total
Money Market Funds	$ 3,336,001	$ -----	$ -----	$ 3,336,001
Mutual Funds				
Value Funds	2,515,561	-----	-----	2,515,561
Debt Funds	1,694,050	-----	-----	1,694,050
Growth Funds	2,658,160	-----	-----	2,658,160
Core Funds	857,114	-----	-----	857,114
Equity Income Funds	432,665	-----	-----	432,665
Target Funds	3,561,493	-----	-----	3,561,493
Index Funds	425,201	-----	-----	425,201
Other Funds	857,485	-----	-----	857,485
Common/Collective Trust	-----	196,618	-----	196,618
Total Investments	$ 16,337,730	$ 196,618	$ -----	$ 16,534,348

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

NOTE 11. Date of Management's Review

The Plan has evaluated subsequent events through July 25, 2011, the date the financial statements were available to be issued.

Supplemental Schedule

Bodine Electric Company
Employees' Savings & Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2010

Sponsor EIN: 36-0821210
Plan # 002

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral Par Value or Maturity Value	Current Value
*	Fidelity Management Trust Company	Retirement Money Market Portfolio	$ 2,801,043
*	Fidelity Management Trust Company	Low-Priced Stock Fund	2,791,277
	Pacific Investment Management Company	Total Return Fund	1,385,251
*	Fidelity Management Trust Company	Ginnie Mae Fund	809,875
*	Fidelity Management Trust Company	Freedom 2020 Fund	1,366,793
	Janus Funds	Adviser Forty Captial Appreciation	994,808
	Eaton Funds	Large Cap Value Fund	41,290
*	Fidelity Management Trust Company	Freedom 2030 Fund	893,408
*	Fidelity Management Trust Company	Growth Company Fund	910,806
*	Fidelity Management Trust Company	Freedom 2010 Fund	401,363
*	Fidelity Management Trust Company	Diversified International Fund	500,283
*	Fidelity Management Trust Company	Mid-Cap Stock Fund	858,198
*	Fidelity Management Trust Company	Freedom 2015 Fund	342,817
*	Fidelity Management Trust Company	Equity Income Fund	530,130
*	Fidelity Management Trust Company	Spartan U.S. Equity Index Fund	535,464
*	Fidelity Management Trust Company	Freedom Income Fund	143,140
	Morgan Stanley Investment Management, Inc.	Institutional Fund Small Company Growth Portfolio	488,749
*	Fidelity Management Trust Company	Freedom 2025 Fund	380,499
*	Fidelity Management Trust Company	Freedom 2000 Fund	85,992
*	Fidelity Management Trust Company	Value Fund	278,195
	Neuberger Berman	International Fund Trust	95,618
*	Fidelity Management Trust Company	Freedom 2040 Fund	205,012
*	Fidelity Management Trust Company	Freedom 2035 Fund	150,990
	Allianz NFJ	Small-Cap Value Fund Admin	103,218
*	Fidelity Management Trust Company	Freedom 2050 Fund	140,408
*	Fidelity Management Trust Company	Freedom 2005 Fund	13,644
*	Fidelity Management Trust Company	Freedom 2045 Fund	66,743
*	Fidelity Common/Collective Trust Fund	Managed Income Portfolio	248,610
	Subtotal		17,563,624
*	Participant Notes Receivable	4.50% - 8.25%	252,533
	Total Investments		$ 17,816,157

* Represents a party-in-interest.

Note: Column (d) is not applicable and has been omitted from this schedule.

Bodine Electric Company
Employees' Savings & Investment Plan

Financial Statements

December 31, 2010 and 2009

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HONKAMP KRUEGER & CO, P.C.
CPAs & Business Consultants

Independent Auditor's Report

Board of Trustees
Bodine Electric Company
Employees' Savings & Investment Plan
Chicago, Illinois

We were engaged to audit the financial statements and supplemental schedule of Bodine Electric Company Employees' Savings & Investment Plan (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

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

HONKAMP KRUEGER & CO., P.C.

Honkamp Krueger & Co.

Dubuque, Iowa
July 25, 2011

2345 JFK Road | P.O. Box 699 | Dubuque, IA 52004 | 563.556.0123 | TOLL FREE 888.556.0123 | FAX 563.556.8762 | www.honkamp.com

Your partner in success.

Bodine Electric Company
Employees' Savings & Investment Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at Fair Value:		
Mutual Funds	$ 14,513,971	$ 13,001,729
Money Market Funds	2,801,043	3,336,001
Common/Collective Trusts	248,610	196,618
Total Investments, at Fair Value	17,563,624	16,534,348
Receivables:		
Notes Receivable from Participants	252,533	229,816
Total Receivables	252,533	229,816
Total Assets	17,816,157	16,764,164
Net Assets Available for Benefits, at Fair Value	17,816,157	16,764,164
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(2,021)	3,656
Net Assets Available for Benefits	$ 17,814,136	$ 16,767,820

See Accompanying Notes to Financial Statements

Bodine Electric Company
Employees' Savings & Investment Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2010

ADDITIONS	
Additions to Net Assets Attributed to:	
Investment Income:	
Net Appreciation in Fair Value of Investments	$ 1,567,981
Interest and Dividends	320,888
Total Investment Income	1,888,869
Interest Income on Notes Receivable from Participants	15,990
Contributions:	
Employee	926,400
Employer	165,860
Total Contributions	1,092,260
Total Additions to Net Assets	2,997,119
DEDUCTIONS	
Deductions from Net Assets Attributed to:	
Benefits Paid to or on Behalf of Participants	1,944,978
Corrective Distributions	16
Administrative Fees	5,809
Total Deductions from Net Assets	1,950,803
Net Increase in Net Assets Available for Benefits	1,046,316
Net Assets Available for Benefits:	
Beginning of Year	16,767,820
End of Year	$ 17,814,136

See Accompanying Notes to Financial Statements

Bodine Electric Company
Employees' Savings & Investment Plan

Notes to Financial Statements

NOTE 1. Plan Description

The following description of the Bodine Electric Company Employees' Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing and 401(k) plan covering eligible employees of Bodine Electric Company (the "Company"). For purposes of making employee deferral contributions, employees must complete at least three months of service and attain age 18. Upon meeting eligibility requirements, employees are automatically enrolled in the plan to defer 3% of eligible compensation, unless the employee elects not to participate. For purposes of receiving matching contributions, eligible participants must complete one year of service of at least 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

The Plan is funded by voluntary contributions of participants and discretionary matching and profit sharing contributions of the Company. Participants may contribute to the Plan, through regular payroll deductions, an amount subject to limitations imposed by the Internal Revenue Code. Participants may also roll over amounts representing distributions from other qualified employee benefit plans. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Company made matching contributions of $165,860 to the Plan for the year ended December 31, 2010. The Company made no discretionary profit sharing contributions to the Plan for the year ended December 31, 2010.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company discretionary and profit sharing contributions (b) plan earnings by fund, and (c) charged with an allocation of administrative expenses. The Company's discretionary matching contribution is allocated based on a percentage of the participant's contribution. The Company's discretionary profit sharing contribution is allocated as of the last day of the plan year and is based on a ratio of each participant's compensation to total compensation for all participants. Plan earnings are allocated to participants' accounts in direct proportion to their respective account balances, based on the performance of participants' investment selections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

NOTE 1. Plan Description (Continued)

Investment Options

Participants must direct their salary deferral contributions and the Company's contributions into a variety of investment funds made available and determined by the Plan Administrator. Participants may change their investment options at any time. Please refer to the plan agreement for a more complete description of the Plan's investment options.

Vesting

Participants are immediately fully vested in all participant and Company contributions, plus the actual earnings thereon.

Payment of Benefits

On termination of service, a participant may elect to receive a single, lump-sum payment equal to the value of his or her vested account balance, installments over a specified period of time, or a direct rollover distribution. Hardship withdrawals are also permitted by the Plan. If the value of participant's vested account balance does not exceed $1,000, the entire vested account balance shall be payable in a single-sum upon termination of service. There was $1,229 in vested balances owed to participants terminating before December 31, 2010.

Notes Receivable from Participants

Participants are permitted to take loans from the Plan up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The loans are collateralized by the borrowers' respective vested account balances and bear interest at 4.50% to 8.25%. Principal and interest are paid through payroll deductions over a period not to exceed five years, unless for the purchase of a primary residence. Related interest income totaled $15,990 for the year ended December 31, 2010.

Hardship Distributions

Participants may elect to withdraw all or a portion of their fund accounts if they incur a hardship. Payments for deductible medical expenses or post secondary tuition for the participant, spouse, or dependents, the purchase of a principal residence for the participant or to prevent eviction or foreclosure of the participant's principal residence are eligible for a hardship distribution. The participant may not make elective deferrals to the plan for the six-month period following the date of the hardship distribution.

NOTE 1. Plan Description (Continued)

Administrative Expenses

Certain expenses incurred in connection with the general administration of the Plan are paid by the Plan and are recorded in the accompanying statement of changes in net assets available for benefits as administrative expenses. All other administrative expenses are absorbed by the plan sponsor.

Reclassification

Certain reclassifications have been made to the 2009 financial statements to conform to the 2010 presentation. The reclassifications had no effect on the Statements of Net Assets Available for Benefits or the Statement of Changes in Net Assets Available for Benefits.

NOTE 2. Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 10 for discussion of fair value measurements.

The investments in the fully benefit-responsive investment contracts are stated at contract value which is equal to principal balance plus accrued interest. As described in Financial Accounting Standards Board Staff Position, ASC Topic 946, *Reporting of Fully Benefit-*

NOTE 2. Significant Accounting Policies (Continued)

***Valuation of Investments and Income Recognition* (Continued)**

Responsive Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The Plan's investments in mutual funds are stated at fair value based on quoted market prices, which represents the net asset value of shares held by the Plan at year-end. Investments in common/collective trust funds are reported at values quoted by the trust.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Changes in the fair value of mutual funds and common/collective trust funds are recognized when the investments appreciate or depreciate in value. Purchases and sales of securities are recorded on a trade-date basis.

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

NOTE 3. Funding Policy

The Company's annual contribution to the Plan consists of a matching contribution based upon the employee's contribution. Company contributions are recorded as plan assets when accrued by the Company.

NOTE 4. Priorities Upon Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 5. Income Tax Status

The Plan has adopted a standardized form of a prototype plan sponsored by Fidelity Management and Research Company. The prototype plan has received an opinion letter from the Internal Revenue Service, dated March 31, 2008, as to the prototype plan's qualified status under the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter, however the Plan administrator and the Plan's tax counsel believe that the Plan and its underlying trust is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 6. Related-Party and Party-In-Interest Transactions

Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Participant loans totaled $252,533 and $229,816 as of December 31, 2010 and 2009, respectively. Administrative expenses not including brokerage fees paid to the related party by the plan totaled $5,809 for the year ended December 31, 2010.

NOTE 7. Investments and Information Certified by the Plan's Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

The Plan's investments are held the Plan's trustee. The following table represents the fair values of investments as determined by quoted market price, as of December 31, 2010 and 2009. Investments representing 5% or more of the Plan's net assets as of December 31, 2010, are identified with a '*'.

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

	2010	2009
Investments, at Fair Value:		
Fidelity Retirement Money Market Portfolio *	$ 2,801,043	$ 3,336,001
Fidelity Low-Priced Stock Fund *	2,791,277	2,515,561
Pacific Investment Management Company Total Return Fund *	1,385,251	1,694,050
Fidelity Ginnie Mae Fund	809,875	857,485
Fidelity Freedom 2020 Fund *	1,366,793	1,118,968
Janus Adviser Forty Capital Appreciation Fund *	994,808	1,005,227
Eaton Large Cap Value Fund	41,290	11,833
Fidelity Freedom 2030 Fund *	893,408	767,270
Fidelity Growth Company Fund *	910,806	711,378
Fidelity Freedom 2010 Fund	401,363	363,405
Fidelity Diversified International Fund	500,283	479,755
Fidelity Mid-Cap Stock Fund	858,198	618,239
Fidelity Freedom 2015 Fund	342,817	319,967
Fidelity Equity Income Fund	530,130	432,665
Fidelity Spartan U.S. Equity Index Fund	535,464	425,201
Morgan Stanley Institutional Fund Small Company Growth Portfolio	488,749	333,993
Fidelity Freedom 2025 Fund	380,499	298,047
Fidelity Freedom Income Fund	143,140	182,267
Fidelity Freedom 2000 Fund	85,992	130,414

NOTE 7. Investments and Information Certified by the Plan's Trustee (Continued)

	2010	2009
Investments, at Fair Value (Continued):		
Fidelity Value Fund	$ 278,195	$ 202,784
Neuberger Berman International Fund Trust	95,618	127,807
Fidelity Freedom 2040 Fund	205,012	154,341
Fidelity Freedom 2035 Fund	150,990	107,967
Allianz NFJ Small-Cap Fund Admin	103,218	24,258
Fidelity Freedom 2050 Fund	140,408	74,094
Fidelity Freedom 2005 Fund	13,644	12,340
Fidelity Freedom 2045 Fund	66,743	32,413
Fidelity Common Trust Fund	248,610	196,618
Participant Loans (A)	252,533	229,816
Total Investments, at Fair Value	$ 17,816,157	$ 16,764,164

(A) Participant Loans are not certified.

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,567,981.

	Year Ended December 31, 2010
Common/Collective Trusts	$ 8,540
Mutual Funds	1,559,441
	$ 1,567,981

The Plan offers an investment in the Fidelity Managed Income Portfolio (the "Portfolio"), which invests in the Fidelity Group Trust for Employee Benefit Plans (the "Trust"), a fully benefit-responsive investment contract with Fidelity Management Trust Company. The Portfolio's investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. To achieve its investment objective, the Portfolio invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into "wrapper" contracts issued by third parties and invests in cash equivalents represented by shares in money market funds. Fidelity Management Trust Company seeks to minimize the exposure of the Portfolio to wrap credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers.

The Trust enters into wrapper contracts (also known as synthetic GICs). In a synthetic GIC structure, the underlying investments are owned by the Trust for plan participants. The Trust

NOTE 7. Investments and Information Certified by the Plan's Trustee (Continued)

enters into wrapper contracts from high-quality insurance companies or banks that serve to substantially offset the price fluctuations in the underlying investments caused by movements in interest rates. Each wrapper contract obligates the wrapper provider to maintain the "contract value" of the underlying investments. The contract value is generally equal to the principal amounts invested in the underlying investments, plus interest accrued at a crediting rate established under the contract, less any adjustments for withdrawals (as specified in the wrapper agreement). Under the terms of the wrapper contract, the realized and unrealized gains and losses on the underlying investments are, in effect, amortized over the duration of the underlying investments through adjustments to the future contract interest crediting rate (which is the rate earned by participants in the Trust for the underlying investments). The wrapper contract provides that the adjustments to the interest crediting rate will not result in an interest crediting rate that is less than zero. This ensures that participants' principal and accrued interest will be protected.

In general, if the contract value of the wrapper agreement exceeds the market value of the underlying investments (including accrued interest), the wrapper provider becomes obligated to pay that difference to the Trust in the event that shareholder redemptions result in a total contract liquidation. In the event that there are partial shareholder redemptions that would otherwise cause the contract's crediting rate to fall below zero percent, the wrapper provider is obligated to contribute to the Trust an amount necessary to maintain the contract's crediting rate of at least zero percent. The circumstance under which payments are made and the timing of payments between the Trust and the wrapper provider may vary based on the terms of the wrapper contract.

The Plan may terminate its participation in the contract if specific events occur. If one of those events occurred, the Plan will receive the market value of the underlying investments.

Because the contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the contract. Contract value, as reported to the Plan by Fidelity Management Trust Company, represents contributions made under the contract, plus accrued interest, less participant withdrawal or transfer of all or a portion of their investment at contract value.

The average yield and crediting interest rates for the investment contract were 1.65% and 1.94%, and 3.42% and 1.70%, respectively, for 2010 and 2009. The investment contracts were rated from A- to AAA at December 31, 2010 and 2009.

NOTE 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the year ended December 31, 2010.

Financial Statements	
Net Appreciation in Fair Value of Investments	$ 1,567,981
Interest and Dividends	320,888
Investment Income per Financial Statements	$ 1,888,869
Form 5500	
Interest on Interest-Bearing Cash	$ 585
Dividends	320,303
Net Investment Gain from Common/Collective Trusts	8,540
Net Investment Gain from Registered Investment Companies	1,565,118
Investment Income per Form 5500	1,894,546
Less: Adjustment from Contract Value to Fair Value for Benefit-Responsive Collective Funds at December 31, 2009	(3,656)
Plus: Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Collective Funds at December 31, 2010	(2,021)
Investment Income per Financial Statements	$ 1,888,869

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2010.

Net Assets Available for Benefits per the Financial Statements	$ 17,814,136
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contracts	2,021
Net Assets Available for Benefits per the Form 5500	$ 17,816,157

NOTE 9. Risks and Uncertainties

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

NOTE 9. Risks and Uncertainties (Continued)

Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan, which could impact the value of investments after the date of these financial statements.

NOTE 10. Fair Value Measurements

ASC Topic 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • Quoted prices for similar assets or liabilities in active markets; • Quoted prices for identical or similar assets or liabilities in inactive markets; • Inputs other than quoted prices that are observable for the asset or liability; • Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

NOTE 10. Fair Value Measurements (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Money Market Fund: Valued at the net asset value ("NAV") of shares held by the plan at year-end.

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

Common/Collective Trusts: Valued at estimated fair value as quoted by the trust.

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

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

		Investments at Estimated Fair Value		
	Investments at Fair Value as Determined by Quoted Prices in Active Markets (Level I)	Valuation Techniques Based on Observable Market Data (Level II)	Valuation Techniques Incorporating Information Other Than Observable Market Data (Level III)	Total
Money Market Funds	$ 2,801,043	$ -----	$ -----	$ 2,801,043
Mutual Funds:				
Value Funds	2,791,277	-----	-----	2,791,277
Debt Funds	1,385,251	-----	-----	1,385,251
Growth Funds	2,990,264	-----	-----	2,990,264
Core Funds	1,280,901	-----	-----	1,280,901
Equity Income Funds	530,130	-----	-----	530,130
Target Funds	4,190,809	-----	-----	4,190,809
Index Funds	535,464	-----	-----	535,464
Other Funds	809,875	-----	-----	809,875
Common/Collective Trust	-----	248,610	-----	248,610
Total Investments	$ 17,315,014	$ 248,610	$ -----	$ 17,563,624

NOTE 10. Fair Value Measurements (Continued)

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

	Investments at Estimated Fair Value			
	Investments at Fair Value as Determined by Quoted Prices in Active Markets (Level I)	Valuation Techniques Based on Observable Market Data (Level II)	Valuation Techniques Incorporating Information Other Than Observable Market Data (Level III)	Total
Money Market Funds	$ 3,336,001	$ -----	$ -----	$ 3,336,001
Mutual Funds				
Value Funds	2,515,561	-----	-----	2,515,561
Debt Funds	1,694,050	-----	-----	1,694,050
Growth Funds	2,658,160	-----	-----	2,658,160
Core Funds	857,114	-----	-----	857,114
Equity Income Funds	432,665	-----	-----	432,665
Target Funds	3,561,493	-----	-----	3,561,493
Index Funds	425,201	-----	-----	425,201
Other Funds	857,485	-----	-----	857,485
Common/Collective Trust	-----	196,618	-----	196,618
Total Investments	$ 16,337,730	$ 196,618	$ -----	$ 16,534,348

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

NOTE 11. Date of Management's Review

The Plan has evaluated subsequent events through July 25, 2011, the date the financial statements were available to be issued.

Supplemental Schedule

Bodine Electric Company
Employees' Savings & Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2010

Sponsor EIN: 36-0821210
Plan # 002

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral Par Value or Maturity Value	Current Value
*	Fidelity Management Trust Company	Retirement Money Market Portfolio	$ 2,801,043
*	Fidelity Management Trust Company	Low-Priced Stock Fund	2,791,277
	Pacific Investment Management Company	Total Return Fund	1,385,251
*	Fidelity Management Trust Company	Ginnie Mae Fund	809,875
*	Fidelity Management Trust Company	Freedom 2020 Fund	1,366,793
	Janus Funds	Adviser Forty Captial Appreciation	994,808
	Eaton Funds	Large Cap Value Fund	41,290
*	Fidelity Management Trust Company	Freedom 2030 Fund	893,408
*	Fidelity Management Trust Company	Growth Company Fund	910,806
*	Fidelity Management Trust Company	Freedom 2010 Fund	401,363
*	Fidelity Management Trust Company	Diversified International Fund	500,283
*	Fidelity Management Trust Company	Mid-Cap Stock Fund	858,198
*	Fidelity Management Trust Company	Freedom 2015 Fund	342,817
*	Fidelity Management Trust Company	Equity Income Fund	530,130
*	Fidelity Management Trust Company	Spartan U.S. Equity Index Fund	535,464
*	Fidelity Management Trust Company	Freedom Income Fund	143,140
	Morgan Stanley Investment Management, Inc.	Institutional Fund Small Company Growth Portfolio	488,749
*	Fidelity Management Trust Company	Freedom 2025 Fund	380,499
*	Fidelity Management Trust Company	Freedom 2000 Fund	85,992
*	Fidelity Management Trust Company	Value Fund	278,195
	Neuberger Berman	International Fund Trust	95,618
*	Fidelity Management Trust Company	Freedom 2040 Fund	205,012
*	Fidelity Management Trust Company	Freedom 2035 Fund	150,990
	Allianz NFJ	Small-Cap Value Fund Admin	103,218
*	Fidelity Management Trust Company	Freedom 2050 Fund	140,408
*	Fidelity Management Trust Company	Freedom 2005 Fund	13,644
*	Fidelity Management Trust Company	Freedom 2045 Fund	66,743
*	Fidelity Common/Collective Trust Fund	Managed Income Portfolio	248,610
	Subtotal		17,563,624
*	Participant Notes Receivable	4.50% - 8.25%	252,533
	Total Investments		$ 17,816,157

* Represents a party-in-interest.

Note: Column (d) is not applicable and has been omitted from this schedule.