Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under:
- [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
COLORADO ENERGY MANAGEMENT 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/2007

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
BICENT POWER, LLC AKACOLORADO ENERGY MANAGEMENT

103 NORTH WASHINGTON STREET
EASTON, MD 21601

103 NORTH WASHINGTON STREET
EASTON, MD 21601

2b Employer Identification Number (EIN)
64-0958567

2c Sponsor's telephone number
303-442-5112

2d Business code (see instructions)
221100

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.	08/16/2011	KENNETH DEANE
	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")
BICENT POWER, LLC AKACOLORADO ENERGY MANAGEMENT

103 NORTH WASHINGTON STREET
EASTON, MD 21601

3b Administrator's EIN
64-0958567

3c Administrator's telephone number
303-442-5112

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**	283
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**	115
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	134
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	249
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	249
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	230
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
COLORADO ENERGY MANAGEMENT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BICENT POWER, LLC AKACOLORADO ENERGY MANAGEMENT

D Employer Identification Number (EIN)
64-0958567

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	3519	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.
ALL/BERN INTL VAL A - ALLIANCEBERNS 13-3211780	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.
ALLNZ NFJ DIV VAL 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.
BARON ASSET FUND - DST SYSTEMS, INC 43-1581814	0.40%

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.
DAVIS NY VENTURE A - BOSTON FINANCI 04-2526037	0.40%

(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.
NORTHERN SM CAP VAL - NORTHERN TRUS 801 SOUTH CANAL STREET CHICAGO, IL 60607	0.40%

(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.
ROYCE VALUE PLUS SER - BOSTON FINAN 04-2526037	0.45%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
COLORADO ENERGY MANAGEMENT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BICENT POWER, LLC AKACOLORADO ENERGY MANAGEMENT

D Employer Identification Number (EIN)
64-0958567

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)	16782	7832
(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)	421558	455396
(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)	239969	355606
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3855387	4996060
(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	4533696	5814894
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	4533696	5814894

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)	344464	
(B) Participants	2a(1)(B)	701725	
(C) Others (including rollovers)	2a(1)(C)	37382	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1083571
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	88	
(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)	12895	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12983
(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)	102450	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		102450
(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)		
(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)		519898
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1718902
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	434154	
(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)		434154
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3550	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3550
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		437704
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1281198
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: HEIN & ASSOCIATES LLP **(2)** EIN: 84-0749233

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		10000000
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
COLORADO ENERGY MANAGEMENT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BICENT POWER, LLC AKACOLORADO ENERGY MANAGEMENT

D Employer Identification Number (EIN)
64-0958567

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):

HEIN & ASSOCIATES LLP
Certified Public Accountants and Advisors

Colorado Energy Management 401(k) Plan

Financial Statements
For the Years Ended December 31, 2010 and 2009

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HEIN & ASSOCIATES LLP
Certified Public Accountants and Advisors

INDEPENDENT AUDITOR'S REPORT

To Management and the management of Bicent Power LLC (parent company)
Colorado Energy Management 401(k) Plan

We were engaged to audit the financial statements and supplemental schedule of Colorado Energy Management 401(k) Plan (the "Plan") as of and for the years ended December 31, 2010 and 2009, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 investment information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee/custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee/custodian holds the Plan's investment assets and executes investment transactions. As disclosed in Note 4, the Plan administrator has obtained certifications from the trustee/custodian regarding the completeness and accuracy of the investment information provided to the Plan administrator by the trustee/custodian as of and for the years ended December 31, 2010 and 2009.

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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided by the trustee or custodian, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As described in Note 2, the Plan adopted Financial Accounting Standards Board Accounting Standards Update 2010-25, *Plan Accounting—Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans*, as of December 31, 2010, which clarified how loans to participants should be classified and measured by defined contribution pension plans. This Update was retrospectively applied to December 31, 2009.

Hein & Associates LLP

***HEIN** & ASSOCIATES LLP*

Denver, Colorado
July 27, 2011

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Denver, Colorado 80202-3323
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www.heincpa.com

COLORADO ENERGY MANAGEMENT 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	AS OF DECEMBER 31,	
	2010	2009
ASSETS:		
Investments, at fair value (Notes 3 and 4):		
Cash and cash equivalents	$ 455,396	$ 421,558
Mutual funds	4,996,060	3,855,387
Total investments	5,451,456	4,276,945
Receivables:		
Employer	7,832	16,782
Notes receivable from participants	355,606	239,969
Total receivables	363,438	256,751
TOTAL ASSETS	5,814,894	4,533,696
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,814,894	$ 4,533,696

See accompanying notes to these financial statements.

COLORADO ENERGY MANAGEMENT 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Earnings on investments:	
Interest and dividends	$ 102,538
Net appreciation in fair value of investments	519,898
Net earnings on investments	622,436
Contributions:	
Employee	701,725
Employer	344,464
Rollover	37,382
Total contributions	1,083,571
Interest income on notes receivable from participants	12,895
Total additions to net assets	1,718,902
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Expenses and other	3,550
Benefits paid to participants	434,154
Total deductions from net assets	437,704
Net increase to net assets	1,281,198
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	4,533,696
End of year	$ 5,814,894

See accompanying notes to these financial statements.

COLORADO ENERGY MANAGEMENT 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

1. **SUMMARY DESCRIPTION OF THE PLAN**:

The following description of the Colorado Energy Management 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document, effective August 1, 2007 and amendments thereto, for a more complete description of the Plan's provisions.

General – On July 26, 2007 Bicent Power LLC, the parent company of Colorado Energy Management LLC (the Company), adopted the Plan to be effective August 1, 2007. The Plan is a 401(k) and profit sharing plan covering substantially all employees of the Company and participating related Employers (collectively referred to as the "Employer") adopting the Plan who meet the eligibility requirements, as defined, or were employed on or before August 1, 2007. The Plan was established under the provisions of Section 401(a) of the Internal Revenue Code (IRC) which includes a qualified deferred arrangement as defined in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Eligibility – Employees are eligible to enroll in the Plan on the first day of each month following their date of hire.

Contributions – Each year, participants may elect to contribute not more than 50% of annual pre-tax compensation, as defined by the Plan. Participants direct their investment of their contributions into various investment options offered by the Plan. The Employer may make discretionary matching contributions on behalf of each participant. During the years ended December 31, 2010 and 2009, the matching contributions were at a rate of 100% of employee deferral up to 5% of the participant's compensation, as defined by the Plan. No contributions, other than the matching contributions, were made by the Employer for the years ended December 31, 2010 or 2009.

Total annual additions under the Plan and all other plans sponsored by the Employer are limited to the lesser of 100% of eligible compensation, or $49,000. However, employee contributions for the 2010 and 2009 Plan years were subject to IRC limitations which were generally $16,500. Annual additions are defined as participant elective deferral contributions, discretionary matching Employer contributions and discretionary non-elective Employer contributions.

Employees may rollover amounts from other qualified plans into the Plan.

Participant Accounts – Participant accounts are credited with (a) participant elective deferral contributions, (b) discretionary matching Employer contributions, (c) employee rollover contributions and (d) allocations of Plan earnings and losses, as determined by the Plan document. Participants may choose how their elective deferral contributions and the Employer matching contributions are invested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTES TO FINANCIAL STATEMENTS

Vesting – Participants are immediately vested in their elective contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant becomes 20%, 40%, 60%, 80% and 100% vested in the Employer contributions after one, two, three, four and five years, respectively, of credited service. A participant's account also becomes fully vested in the event of total disability or death or upon reaching the normal retirement age (age 59.5).

Payment of Benefits – A participant's entire interest in the Plan is payable upon death of the participant, upon attainment of normal retirement age, or becoming disabled, as defined. Upon termination of service, a participant's vested interest in the Plan may be left in the Plan or be distributed as a lump sum or direct rollover to a qualified IRA or another qualified plan. Under certain circumstances, hardship withdrawal payments are available at the participant's option. A hardship withdrawal will result in a six-month suspension of contributions to the Plan. Rollover accounts are distributable upon request by the participant.

Benefits are recorded when paid.

Investment Options – Upon enrollment in the Plan, a participant may direct his or her contributions in any of the various investment accounts which are sponsored by Fidelity Management Trust Company ("Fidelity"), the trustee/custodian of the Plan. Participants may change their investment choices at any time via telephone and/or internet.

Participant Loans – Participants may receive loans from their accounts, not to exceed the lesser of 50% of the individual participant's vested account balance, or $50,000 reduced by the highest outstanding loan balance during the previous 12 months. The minimum loan amount is $1,000 and loans are secured by the participant's account balance. Loan interest rates are based on the rates available for similar loans from commercial lending institutions. Loan interest rates ranged from 4.25% to 9.25% at December 31, 2010 and 2009.

Administrative Expenses – During the 2010 Plan year, the Plan incurred total administrative expenses, related to participant loans, of $3,550, which were paid directly from Plan accounts for participants receiving loans.

Forfeited Accounts – When certain terminations of participation in the Plan occur, the non-vested portion of the participant's account represents a forfeiture, as defined by the Plan document. Forfeitures are used to reduce Employer contributions. Based upon Plan contributions, forfeitures for the years ended December 31, 2010 and 2009 were $44,067 and $62,003, respectively. During 2010 and 2009, $57,643 and $86,451 of forfeitures were used to reduce Employer contributions, respectively.

Plan Amendment – Effective August 31, 2009, the Plan changed from a Prototype Plan to a Volume Submitter. This change had no effect on how the Plan operates.

Plan Termination – Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination or partial termination, participants will become 100% vested.

2. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**:

Basis of Accounting – The financial statements of the Plan are presented on the accrual basis 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 the Plan's 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Investment Valuation and Income Recognition – The Plan's investment portfolio, as detailed in the accompanying statements of net assets available for benefits, is stated at fair market value.

Interest income is recorded as earned on an accrual basis. Dividend income is recorded on the ex-dividend date.

The net investment earnings (net appreciation (depreciation) in fair value of investments) as reflected in the accompanying statement of changes in net assets available for benefits is determined as the difference between market value at the beginning of the year (or date purchased during the year) and selling price or year-end market value.

New Accounting Pronouncements – In September 2010, the FASB issued an amendment (ASU 2010-25), *Plan Accounting — Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Plans*, which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their principal balance plus any accrued but unpaid interest. This amendment is effective for periods ending after December 15, 2010, with early adoption permitted. This amendment requires retrospective application to all periods presented. This amendment was adopted for the year ended December 31, 2010 and retrospectively applied to December 31, 2009. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new amendment. The adoption resulted in a reclassification of participant loans totaling $239,969 from investments to notes receivable as of December 31, 2009. There was no impact to the Plan's net assets as of December 31, 2010 or 2009 as a result of the adoption.

3. **FAIR VALUE MEASUREMENTS**:

In accordance with FASB ASC 820, the Plan classifies its investments into Level 1, which refers to securities traded in an active market; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available, or Level l securities where there is a contractual restriction; and Level 3, which refers to securities not traded in an active market and for which no significant observable market inputs are available. As required by FASB ASC 820, at December 31, 2010, the Plan's investments were classified as follows, based on fair values:

December 31, 2010	Level 1	Level 2	Level 3	Total
Mutual funds	$ 4,996,060	$ –	$ –	$ 4,996,060

4. **INVESTMENTS** (unaudited):

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator has obtained certifications from the trustee/custodian that all of the information provided by them is complete and accurate to the best of their knowledge. Information included in the accompanying financial statements as to investments administered by the trustee/custodian, investment income, individual fund activity, and all information in the schedule of assets held for investment purposes is presented in reliance solely upon those certifications and was not audited by independent auditors.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated $519,898 during the year ended December 31, 2010. Effective August 1, 2007, all assets for the Plan are held in trust by Fidelity Management Trust Company, the current trustee/custodian of the Plan.

The fair market value of individual assets that represent 5% or more of the Plan's net assets, as of December 31, 2010 and 2009, are as follows:

Description of Investment	2010	2009
Fidelity Balanced Fund	$ 490,719	$ 385,969
Fidelity Capital & Income Fund	$ 325,889	*
Fidelity Capital Appreciation Fund	$ 489,251	$ 378,618
Fidelity Freedom 2030 Fund	$ 676,410	$ 511,276
Fidelity International Discovery Fund	*	$ 233,488
Fidelity Leveraged Company Stock Fund	$ 301,835	*
Fidelity Money Market Trust Retirement Money Market Portfolio	$ 455,396	$ 421,558
Davis NY Venture CLA	$ 316,825	$ 242,856

* Amount does not represent more than 5% of Plan's net assets in the respective year.

5. **TAX STATUS**:

The Internal Revenue Service has determined and informed Fidelity by a letter dated March 31, 2008 that the volume submitter plan adopted by the Company as then designed was in accordance with applicable sections of the IRC.

6. **PARTY-IN-INTEREST TRANSACTIONS**:

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

7. **NON-DISCRIMINATION TESTING**:

The Plan passed the non-discrimination testing for the Plan years ended December 31, 2010 and 2009.

COLORADO ENERGY MANAGEMENT 401(k) PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 2010

EIN 64-0958567

(A)*	(B) IDENTITY OF ISSUER, BORROWER, LESSOR, OR SIMILAR PARTY	(C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR, OR MATURITY VALUE	(D) COST	(E) CURRENT VALUE
	Alliance Bernstein Intl Val CL A (ABIAX)	Mutual Fund	**	$ 137,995
	Allianz NFJ Dividend Value Fund Administrative Class (ANDAX)	Mutual Fund	**	147,755
	Baron Asset (BARAX)	Mutual Fund	**	240,108
	Davis NY Venture CL A (NYVTX)	Mutual Fund	**	316,825
*	Fidelity Balanced Fund (FBALX)	Mutual Fund	**	490,719
*	Fidelity Capital & Income Fund (FAGIX)	Mutual Fund	**	325,889
*	Fidelity Capital Appreciation Fund (FDCAX)	Mutual Fund	**	489,251
*	Fidelity Freedom 2000 Fund (FFFBX)	Mutual Fund	**	59,320
*	Fidelity Freedom 2005 Fund (FFFVX)	Mutual Fund	**	8,252
*	Fidelity Freedom 2010 Fund (FFFCX)	Mutual Fund	**	25,324
*	Fidelity Freedom 2015 Fund (FFVFX)	Mutual Fund	**	107,988
*	Fidelity Freedom 2020 Fund (FFFDX)	Mutual Fund	**	159,778
*	Fidelity Freedom 2025 Fund (FFTWX)	Mutual Fund	**	174,708
*	Fidelity Freedom 2030 Fund (FFFEX)	Mutual Fund	**	676,410
*	Fidelity Freedom 2035 Fund (FFTHX)	Mutual Fund	**	223,292
*	Fidelity Freedom 2040 Fund (FFFFX)	Mutual Fund	**	28,745
*	Fidelity Freedom 2045 Fund (FFFGX)	Mutual Fund	**	75,365
*	Fidelity Freedom 2050 Fund (FFFHX)	Mutual Fund	**	49,965
*	Fidelity Freedom Income Fund (FFFAX)	Mutual Fund	**	27,147
*	Fidelity International Discovery Fund (FIGRX)	Mutual Fund	**	271,173
*	Fidelity Leveraged Company Stock Fund (FLVCX)	Mutual Fund	**	301,835
*	Fidelity Money Market Trust Retirement Money Market Portfolio (FRTXX)	Money Market Fund	**	455,396
*	Fidelity Total Bond Fund (FTBFX)	Mutual Fund	**	252,813
	Northern Small Cap Value (NOSGX)	Mutual Fund	**	132,765
	Royce Value Plus Service CL (RYVPX)	Mutual Fund	**	272,638
	Total			$ 5,451,456

* Represents a party-in-interest for which a statutory exemption exists.
** The cost of participant directed investment is not required to be disclosed.

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

Name of Plan: Colorado Energy Management 401(K) Plan
Plan sponsor: Bicent Power, LLC (AKA) Colorado Energy Management
Plan Sponsor EIN: 64-0958567
Fiscal plan year: Beginning 01/01/2010 and ending 12/31/2010

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Descripton of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	AllianceBernstein Intl Val CL A (ABIAX)	Mutual Fund	Not required per footnote (2) of "Line 4i schedules" section of 2007 Instructions for Form 5500 - investments of an individual account plan with particpant or beneficiary directed investment allocations	$137,994.92
	Allianz NFJ Dividend Value Fund Administrative Class (ANDAX)	Mutual Fund		$147,754.73
	Baron Asset (BARAX)	Mutual Fund		$240,107.57
	Davis NY Venture CL A (NYVTX)	Mutual Fund		$316,825.34
	Fidelity Balanced Fund (FBALX)	Mutual Fund		$490,718.59
	Fidelity Capital & Income Fund (FAGIX)	Mutual Fund		$325,889.43
	Fidelity Capital Appreciation Fund (FDCAX)	Mutual Fund		$489,251.25
	Fidelity Freedom 2000 Fund (FFFBX)	Mutual Fund		$59,319.52
	Fidelity Freedom 2005 Fund (FFFVX)	Mutual Fund		$8,251.81
	Fidelity Freedom 2010 Fund (FFFCX)	Mutual Fund		$25,324.37
	Fidelity Freedom 2015 Fund (FFVFX)	Mutual Fund		$107,987.91
	Fidelity Freedom 2020 Fund (FFFDX)	Mutual Fund		$159,778.25
	Fidelity Freedom 2025 Fund (FFTWX)	Mutual Fund		$174,707.88
	Fidelity Freedom 2030 Fund (FFFEX)	Mutual Fund		$676,410.30
	Fidelity Freedom 2035 Fund (FFTHX)	Mutual Fund		$223,292.00
	Fidelity Freedom 2040 Fund (FFFFX)	Mutual Fund		$28,744.95
	Fidelity Freedom 2045 Fund (FFFGX)	Mutual Fund		$75,365.24
	Fidelity Freedom 2050 Fund (FFFHX)	Mutual Fund		$49,965.32
	Fidelity Freedom Income Fund (FFFAX)	Mutual Fund		$27,147.01
	Fidelity International Discovery Fund (FIGRX)	Mutual Fund		$271,172.47
	Fidelity Leveraged Company Stock Fund (FLVCX)	Mutual Fund		$301,834.92
	Fidelity Money Market Trust Retirement Money Market Portfolio (FRTXX)	Money Market Fund		$455,396.46
	Fidelity Total Bond Fund (FTBFX)	Mutual Fund		$252,813.36
	Northern Small Cap Value (NOSGX)	Mutual Fund		$132,765.45
	Royce Value Plus Service CL (RYVPX)	Mutual Fund		$272,637.53
	Participant Loans	Interest Rates 4.25%-9.25%		$355,606.24
	Total			**$5,807,062.82**

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

Name of Plan: Colorado Energy Management 401(K) Plan
Plan sponsor: Bicent Power, LLC (AKA) Colorado Energy Management
Plan Sponsor EIN: 64-0958567
Fiscal plan year: Beginning 01/01/2010 and ending 12/31/2010

(a) Identity of issue, borrower, lessor or similar party	(b) Descripton of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
AllianceBernstein Intl Val CL A (ABIAX)	Mutual Fund	Not required per footnote (2) of "Line 4i schedules" section of 2007 Instructions for Form 5500 - investments of an individual account plan with particpant or beneficiary directed investment allocations	$47,173.39
Allianz NFJ Dividend Value Fund Administrative Class (ANDAX)	Mutual Fund		$44,520.97
Baron Asset (BARAX)	Mutual Fund		$33,731.02
Davis NY Venture CL A (NYVTX)	Mutual Fund		$39,346.47
Fidelity Balanced Fund (FBALX)	Mutual Fund		$37,945.68
Fidelity Capital & Income Fund (FAGIX)	Mutual Fund		$42,073.93
Fidelity Capital Appreciation Fund (FDCAX)	Mutual Fund		$80,642.68
Fidelity Freedom 2000 Fund (FFFBX)	Mutual Fund		$577.44
Fidelity Freedom 2005 Fund (FFFVX)	Mutual Fund		$1,504.11
Fidelity Freedom 2010 Fund (FFFCX)	Mutual Fund		$6,494.45
Fidelity Freedom 2015 Fund (FFVFX)	Mutual Fund		$0.00
Fidelity Freedom 2020 Fund (FFFDX)	Mutual Fund		$53,587.79
Fidelity Freedom 2025 Fund (FFTWX)	Mutual Fund		$8,412.54
Fidelity Freedom 2030 Fund (FFFEX)	Mutual Fund		$23,788.54
Fidelity Freedom 2035 Fund (FFTHX)	Mutual Fund		$13,637.26
Fidelity Freedom 2040 Fund (FFFFX)	Mutual Fund		$4,181.63
Fidelity Freedom 2045 Fund (FFFGX)	Mutual Fund		$6,500.00
Fidelity Freedom 2050 Fund (FFFHX)	Mutual Fund		$18,387.19
Fidelity Freedom Income Fund (FFFAX)	Mutual Fund		$33,870.86
Fidelity International Discovery Fund (FIGRX)	Mutual Fund		$66,042.02
Fidelity Leveraged Company Stock Fund (FLVCX)	Mutual Fund		$36,448.85
Fidelity Money Market Trust Retirement Money Market Portfolio (FRTXX)	Money Market Fund		$181,061.17
Fidelity Total Bond Fund (FTBFX)	Mutual Fund		$12,998.10
Northern Small Cap Value (NOSGX)	Mutual Fund		$22,955.82
Royce Value Plus Service CL (RYVPX)	Mutual Fund		$47,448.46
Participant Loans	Interest Rates 7.75%-9.25%		$0.00
Total			**$863,330.37**