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
NDC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2008

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
NITINOL DEVICES AND COMPONENTS, INC.

47533 WESTINGHOUSE DRIVE
FREMONT, CA 94539

2b Employer Identification Number (EIN)
26-1142245

2c Sponsor's telephone number
510-623-2000

2d Business code (see instructions)
339110

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.	09/01/2011	CHUN TAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/01/2011	CHUN TAM
	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")
NITINOL DEVICES AND COMPONENTS, INC.

47533 WESTINGHOUSE DRIVE
FREMONT, CA 94539

3b Administrator's EIN
26-1142245

3c Administrator's telephone number
510-623-2000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	232
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**	255
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	261
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	261
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	239
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 3D 2K 2T

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
NDC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NITINOL DEVICES AND COMPONENTS, INC.

D Employer Identification Number (EIN)
26-1142245

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

WILMINGTON TRUST
2800 N CENTRAL AVENUE, SUITE 900
PHOENIX, AZ 85004-1037

27-1228437

(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)

PENSION SPECIALISTS, INC

35 IRON POINT CIRCLE
SUITE 100
FOLSOM, CA 95630

20-2037969

(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 60	TPA/RECORDEEPER	9955	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

(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
(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.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
NDC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NITINOL DEVICES AND COMPONENTS, INC.

D Employer Identification Number (EIN)
26-1142245

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)		3900
(2) Participant contributions	1b(2)		11781
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	300960	484413
(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)	370842	426050
(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)	2942769	5333517
(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	3614571	6259661
	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		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3614571	6259661

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)	545526	
	(B) Participants	2a(1)(B)	1389492	
	(C) Others (including rollovers)	2a(1)(C)	118309	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2053327
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	249	
	(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)	21013	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		21262
	(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)	107077	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		107077
	(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)		507833
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2689499
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	34454	
(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)		34454
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)	9955	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9955
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		44409
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2645090
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: TANG & LEE, LLP **(2)** EIN: 94-3406617

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
NDC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NITINOL DEVICES AND COMPONENTS, INC.

D Employer Identification Number (EIN)
26-1142245

Part I Distributions

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

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

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

EIN(s): 27-1228437

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):

NITINOL DEVICES AND COMPONENTS, INC.

AUDITED NDC 401(k) PLAN FINANCIAL STATEMENTS
Together with
INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED DECEMBER 31, 2010

Tang & Lee, LLP

Certified Public Accountants

NITINOL DEVICES AND COMPONENTS, INC
NDC 401(k) Plan

For the year ended December 31, 2010

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Tang & Lee, LLP *Certified Public Accountants* Member of AICPA and CalCPA
1499 Bayshore Hwy.,#223, Burlingame, Ca 94010 Tel:650-692-6865 Fax:650-692-6866

INDEPENDENT AUDITORS' REPORT

To: NDC 401(k) Plan Trustee
And Participants
Fremont, California

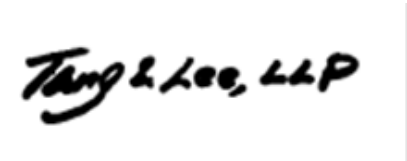
We were engaged to audit the accompanying statement of net assets available for benefits of the Nitinol Devices and Components, Inc.(NDC) 401(k) Plan as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year-ended December 31, 2010, and supplemental schedule H, line 4i-Schedule of Assets Held as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Wilmington Trust Retirement and Institutional Services Company, the trustee and custodian of the Plan, except for comparing such information with the related information included in the 2010 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. The plan administrator has obtained a certification from the trustee/custodian as of and for the year-ended December 31, 2010, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

Because of the significance of the information in the Plan's 2010 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules as of and for the year ended December 31, 2010. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified 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 Department of labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

We have compiled the accompanying statement of net assets available for benefits of NDC 401(k) Plan as of December 31, 2009 in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or any other form of assurance on it.



Burlingame, California.
August 26, 2011

NDC 401(k) Plan
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010

	2010 Total	(Unaudited) 2009 Total
ASSETS		
Investments, at fair value	$ 5,817,930	$ 3,243,729
Other receivable:		
Employer contribution	3,900	-
Participant contributions	11,781	-
Notes receivable (loans) from participants	426,050	370,842
Total receivables	441,731	370,842
Total assets	$ 6,259,661	$ 3,614,571
LIABILITIES AND NET ASSETS		
Accounts payable	$ -	$ -
Total liabilities	-	-
Net assets available for benefits	$ 6,259,661	$ 3,614,571

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

NDC 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

Additions:

Additions to net assets attributed to:		
Investment income:		
Net appreciations in fair value of investments	$	507,833
Interest and dividend		107,326
		615,159
Less investment expenses		-
		615,159
Interest from notes receivable (loans) of participants		21,013
		636,172
Participant		1,389,492
Employer		545,526
Rollovers		118,309
		2,053,327
Total additions		2,689,499

Deductions:

Deductions from net assets attributed to:		
Benefits paid to participants		34,454
Administrative expenses		9,955
Total deductions		44,409
Net increase		2,645,090
Net assets available for benefts:		
NET ASSETS, beginning of year		3,614,571
NET ASSETS, end of year	$	6,259,661

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

NDC 401(k) Plan
Notes to Financial Statements
For the year ended December 31, 2010

A. Description of the Plan

The following description of the Nitinol Devices & Component, Inc. (NDC) ("Company") 401(k) (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. **General**. The Plan is a defined contribution plan covering all full-time employees of the Company who have six consecutive months of service and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

2. **Contributions.** Each year, participants may contribute not to exceed a dollar limit set by law. The limit for 2010 is $16,500 for pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one investment company's families of mutual funds for participants. The Company makes a safe harbor matching contribution equal to 100% of a participant's salary deferrals that do not exceed 3% of compensation plus 50% of a participant's salary deferrals between 3% and 5% of a participant's compensation. The matching Company contribution is invested directly into participant-directed family of mutual funds.

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

4. **Vesting**. Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution is 100% of a participant's account. A participant is 100 % vested for the participant's rollover contributions, basic matching and profit-sharing contributions.

5. **Participant Loans (Notes Receivable)**. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of

$50,000 or 50 percent of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interests at rates that range from 5.25 percent to 5.36 percent, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. A Participant loan must be payable within a period not exceeding five years from the date the Participant receives the loan from the Plan.Principal and interest is paid ratably through monthly payroll deductions.

6. **Payment of Benefits**. On termination of service due to health, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installments in monthly, quarterly, semi-annual, or annual payments over a period not exceeding the life expectancy of the participant and his/her designed beneficiary. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

7. **Forfeited Accounts**. Forfeitures will be allocated in accordance with the method chosen by the Employer. In no event, however, will a participant receive an allocation of forfeitures arising from the participant's account. If the employer elects to reallocate forfeitures as additional contributions, the forfeitures will be added to other contributions made by the employer. If the employer may elect to reduce its contributions within the plan year in which the forfeitures are to be allocated. At December 31, 2010 and 2009 forfeited non-vested accounts totaled $161 and $0 respectively. These accounts will be used to reduce future employer contributions.

8. **Administrative Expenses**. Certain expenses incurred in the administration of the Plan are paid directly by the Company.

B. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts and disclosures. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments in all of the funds are presented at fair value, based on the quoted market prices of the underlying securities within each fund at December 31, 2010 and 2009. 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. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Notes Receivable (loans) from Participants are measured at their unpaid principal balances plus any accrued but unpaid interest, which approximate fair value.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

For the year ended December 31, 2010, the Plan has evaluated subsequent events for potential recognition and disclosures through August 26, 2011, the date the financial statements were available to be issued.

Risk and Uncertainties

The Plan invests in a variety of investment funds. Investment in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

C. Investment Information Certified by Wilmington Trust (Unaudited)

At December 31, 2010 , the Plan's investments were held by Wilmington Trust(the Trustee). The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2010 , as reported by the trustee is summarized in the attached Note C-(continued).

D. Related-Party Transactions

The sponsor company,NDC, paid for all expenses of maintaining the Plan. Total fees paid amounted to $24,506 for the year ended December 31, 2010. However, the Plan also paid $9,955 to the third party administrator.

E. Plan Termination

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

F. Tax Status

The Internal Revenue Service has determined and informed the Plan by a letter dated December 28, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability(or asset) if the plan has taken an uncertain positions that more likely than not would not be sustained upon examination by Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or

expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

G. Fair Value Measurements

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

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

Level 2-Inputs to the valuation methodology include

- .Quoted prices for similar assets or liabilities in active markets;
- .Quoted prices for identical 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 term, the Level 2 input must be observable for substantially the full term of the asset of liability.

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

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

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

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

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

The attached Note G-(continued) sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2010 and 2009.

H. Subsequent Event

NDC 401 (k) Plan switched Wilmington Trust Retirement & Institutional Services Co to Retirement Services Trust Company (RSTC) on July 12, 2011.RSTC, a wholly owned subsidiary of Pension Specialists, Inc. This will provide "one-stop shop" services to the Plan.

I. Concentration of Credit Risk

The Plan allows participants to invest into multiple investment contracts which belong to one major family of an investment company. However, each investment contract bears various kinds of risks in the same investment company. The management believes that these contracts has not only reduced of various risks, but also kept the costs down.

NDC 401 (k) Plan
Note C- (continued)
Investment Information Certified by Wilmington Trust (Unaudited)
For the year ended December 2010

The fair value investments at December 31, 2010 , reported by the Trustee, are as follows:

Mutual Funds		**2010**	
Vanguard mid cap growth inv	$	202,544	
Vanguard 500 index inv		357,632	x
Vanguard global equity		218,062	
Vanuguard hi-yld corp		-	
Vanguard high yield corp admiral		146,516	
Vanguard infl-prot secs		-	
Vanguard inflation protected ad		282,268	
Vanguard int-trn us trs		-	
Vanguard intl value		125,011	
Vanguard intm term-tres adm		272,621	
Vanguard mid cap idx		189,212	
Vanguard morgan gr		-	
Vanguard morgan growth fund adm		257,295	
Vanguard smcp gr idx		228,580	
Vanguard smcp idx		205,442	
Vanguard target retirement 2010		56,650	
Vanguard target retirement 2020		334,148	x
Vanguard target retirement 2030		392,606	x
Vanguard target retirement 2040		216,278	
Vanguard target retirement 2050		64,289	
Vanguard tgt retire income		28,546	
Vanguard tgt retirement 2015		460,678	x
Vanguard tgt retirement 2025		536,635	x
Vanguard tgt retirement 2035		177,352	
Vanguard tgt retirement 2045		131,097	
Vanguard total bd idx inv		264,111	
Vanguard total intl stk		115,656	
Vanguard val idx		70,289	
Vanguard prime money market fd		484,412	x
Total	$	5,817,930	

Interest and dividend income	$	107,326
Net appreciation(depreciation) in fair value of investments		507,833
Total	$	615,159

x= Investments that represent 5% or more of the Plan's net assets.

NDC 401 (k) Plan
Note G- (continued)
Fair value measurement of Plan assets by level, within the fair value hierarchy, is as follows:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Vanguard target retirement funds	$ 2,398,280	-	-	$ 2,398,280
Vanguard index funds	1,315,265	-	-	1,315,265
Vanguard Other funds	887,512	-	-	887,512
Vanguard prime money market funds	484,412	-	-	484,412
Vanguard growth funds	459,839	-	-	459,839
Vanguard US government securities funds	272,622	-	-	272,622
Total mutual funds at fair value	$ 5,817,930	-	-	$ 5,817,930

(Unaudited)

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Vanguard target retirement funds	$ 1,348,550	-	-	$ 1,348,550
Vanguard index funds	622,676	-	-	622,676
Vanguard Other funds	562,978	-	-	562,978
Vanguard prime money market funds	300,960	-	-	300,960
Vanguard growth funds	251,180	-	-	251,180
Vanguard US government securities funds	157,385	-	-	157,385
Total mutual funds at fair value	$ 3,243,729	-	-	$ 3,243,729

NDC 401 (k) Plan
Supplemental Schedule H, line 4i (Form 5500)
Schedule of Assets (Held at end of year)
For the year ended December 2010
Plan Sponsor: Nitinol Devices and Components, Inc. PN:001
EIN: 26-1142245

Mutual Funds		**Cost**		**Current value**
Vanguard 500 index	$	298,125	$	357,632
Vanguard global equity		174,249		218,062
Vanguard high yield corp admiral		145,754		146,516
Vanguard inflation protected ad		285,547		282,268
Vanguard international value		116,819		125,011
Vanguard int-term us trs adm		277,553		272,621
Vanguard mid cap growth		159,588		202,544
Vanguard mid cap index		148,509		189,212
Vanguard morgan growth adm		259,927		257,295
Vanguard small cap growth inde		171,010		228,580
Vanguard small cap index		165,864		205,442
Vanguard target retirement 2010		52,281		56,650
Vanguard target retirement 2015		389,490		460,678
Vanguard target retirement 2020		282,600		334,148
Vanguard target retirement 2025		441,660		536,635
Vanguard target retirement 2030		330,898		392,606
Vanguard target retirement 2035		146,864		177,352
Vanguard target retirement 2040		184,895		216,278
Vanguard target retirement 2045		112,200		131,097
Vanguard target retirement 2050		57,795		64,289
Vanguard target retirement income		26,157		28,546
Vanguard total bond market		259,602		264,111
Vanguard total intl stock		106,267		115,656
Vanguard value index		59,501		70,289
Vanguard prime money market		484,412		484,412
Sub-total	$	5,137,567	$	5,817,930
Participant loans(notes receivable)		-		426,050
Total	$	5,137,567	$	6,243,980

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

For the plan year beginning 01/01/2010 and ending 12/31/2010

Name of plan
NDC 401(K) PLAN

Employer Identification Number
26-1142245

Three-digit plan number ► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	VANGUARD	VANGUARD 500 INDEX	298,125	357,632
	VANGUARD	VANGUARD GLOBAL EQUITY	174,249	218,062
	VANGUARD	VANGUARD HIGH YIELD CORP ADM	145,754	146,516
	VANGUARD	VANGUARD INFLATION-PROTECTED	285,547	282,268
	VANGUARD	VANGUARD INTERNATIONAL VALUE	116,819	125,011
	VANGUARD	VANGUARD INT-TERM US TRS ADM	277,553	272,621
	VANGUARD	VANGUARD MID CAP GROWTH	159,588	202,544
	VANGUARD	VANGUARD MID CAP INDEX	148,509	189,212
	VANGUARD	VANGUARD MORGAN GROWTH ADM	259,927	257,295
	VANGUARD	VANGUARD SMALL CAP GROWTH INDE	171,010	228,580
	VANGUARD	VANGUARD SMALL CAP INDEX	165,864	205,442
	VANGUARD	TARGET RETIREMENT 2010	52,281	56,650
	VANGUARD	TARGET RETIREMENT 2015	389,490	460,678
	VANGUARD	TARGET RETIREMENT 2020	282,600	334,148
	VANGUARD	TARGET RETIREMENT 2025	441,660	536,635
	VANGUARD	TARGET RETIREMENT 2030	330,898	392,606
	VANGUARD	TARGET RETIREMENT 2035	146,864	177,352
	VANGUARD	TARGET RETIREMENT 2040	184,895	216,278
	VANGUARD	TARGET RETIREMENT 2045	112,200	131,097
	VANGUARD	TARGET RETIREMENT 2050	57,795	64,289
	VANGUARD	TARGET RETIREMENT INCOME	26,157	28,546
	VANGUARD	VANGUARD TOTAL BOND MARKET	259,602	264,111
	VANGUARD	VANGUARD TOTAL INT. STOCK	106,267	115,656
	VANGUARD	VANGUARD VALUE INDEX	59,501	70,289
	VANGUARD	VANGUARD PRIME MONEY MARKET	484,412	484,412
*	PARTICIPANT LOANS	INTEREST RATES 4.25% - 9.26%	0	426,050

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

For the plan year beginning 01/01/2010 and ending 12/31/2010

Name of plan
NDC 401(K) PLAN

Employer Identification Number
26-1142245

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*	PARTICIPANT LOANS	INTEREST RATES 4.25% - 9.26%	0	426,050

NITINOL DEVICES AND COMPONENTS, INC.

AUDITED NDC 401(k) PLAN FINANCIAL STATEMENTS
Together with
INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED DECEMBER 31, 2010

Tang & Lee, LLP

Certified Public Accountants

NITINOL DEVICES AND COMPONENTS, INC
NDC 401(k) Plan

For the year ended December 31, 2010

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Tang & Lee, LLP *Certified Public Accountants* Member of AICPA and CalCPA
1499 Bayshore Hwy.,#223, Burlingame, Ca 94010 Tel:650-692-6865 Fax:650-692-6866

INDEPENDENT AUDITORS' REPORT

To: NDC 401(k) Plan Trustee
And Participants
Fremont, California

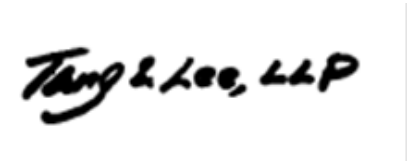
We were engaged to audit the accompanying statement of net assets available for benefits of the Nitinol Devices and Components, Inc.(NDC) 401(k) Plan as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year-ended December 31, 2010, and supplemental schedule H, line 4i-Schedule of Assets Held as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Wilmington Trust Retirement and Institutional Services Company, the trustee and custodian of the Plan, except for comparing such information with the related information included in the 2010 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. The plan administrator has obtained a certification from the trustee/custodian as of and for the year-ended December 31, 2010, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

Because of the significance of the information in the Plan's 2010 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules as of and for the year ended December 31, 2010. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified 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 Department of labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

We have compiled the accompanying statement of net assets available for benefits of NDC 401(k) Plan as of December 31, 2009 in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or any other form of assurance on it.



Burlingame, California.
August 26, 2011

NDC 401(k) Plan
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010

	2010 Total	(Unaudited) 2009 Total
ASSETS		
Investments, at fair value	$ 5,817,930	$ 3,243,729
Other receivable:		
Employer contribution	3,900	-
Participant contributions	11,781	-
Notes receivable (loans) from participants	426,050	370,842
Total receivables	441,731	370,842
Total assets	$ 6,259,661	$ 3,614,571
LIABILITIES AND NET ASSETS		
Accounts payable	$ -	$ -
Total liabilities	-	-
Net assets available for benefits	$ 6,259,661	$ 3,614,571

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

NDC 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

Additions:

Additions to net assets attributed to:		
Investment income:		
Net appreciations in fair value of investments	$	507,833
Interest and dividend		107,326
		615,159
Less investment expenses		-
		615,159
Interest from notes receivable (loans) of participants		21,013
		636,172
Participant		1,389,492
Employer		545,526
Rollovers		118,309
		2,053,327
Total additions		2,689,499

Deductions:

Deductions from net assets attributed to:		
Benefits paid to participants		34,454
Administrative expenses		9,955
Total deductions		44,409
Net increase		2,645,090
Net assets available for benefts:		
NET ASSETS, beginning of year		3,614,571
NET ASSETS, end of year	$	6,259,661

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

NDC 401(k) Plan
Notes to Financial Statements
For the year ended December 31, 2010

A. Description of the Plan

The following description of the Nitinol Devices & Component, Inc. (NDC) ("Company") 401(k) (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. **General**. The Plan is a defined contribution plan covering all full-time employees of the Company who have six consecutive months of service and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

2. **Contributions.** Each year, participants may contribute not to exceed a dollar limit set by law. The limit for 2010 is $16,500 for pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one investment company's families of mutual funds for participants. The Company makes a safe harbor matching contribution equal to 100% of a participant's salary deferrals that do not exceed 3% of compensation plus 50% of a participant's salary deferrals between 3% and 5% of a participant's compensation. The matching Company contribution is invested directly into participant-directed family of mutual funds.

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

4. **Vesting**. Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution is 100% of a participant's account. A participant is 100 % vested for the participant's rollover contributions, basic matching and profit-sharing contributions.

5. **Participant Loans (Notes Receivable)**. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of

$50,000 or 50 percent of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interests at rates that range from 5.25 percent to 5.36 percent, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. A Participant loan must be payable within a period not exceeding five years from the date the Participant receives the loan from the Plan.Principal and interest is paid ratably through monthly payroll deductions.

6. **Payment of Benefits**. On termination of service due to health, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installments in monthly, quarterly, semi-annual, or annual payments over a period not exceeding the life expectancy of the participant and his/her designed beneficiary. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

7. **Forfeited Accounts**. Forfeitures will be allocated in accordance with the method chosen by the Employer. In no event, however, will a participant receive an allocation of forfeitures arising from the participant's account. If the employer elects to reallocate forfeitures as additional contributions, the forfeitures will be added to other contributions made by the employer. If the employer may elect to reduce its contributions within the plan year in which the forfeitures are to be allocated. At December 31, 2010 and 2009 forfeited non-vested accounts totaled $161 and $0 respectively. These accounts will be used to reduce future employer contributions.

8. **Administrative Expenses**. Certain expenses incurred in the administration of the Plan are paid directly by the Company.

B. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts and disclosures. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments in all of the funds are presented at fair value, based on the quoted market prices of the underlying securities within each fund at December 31, 2010 and 2009. 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. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Notes Receivable (loans) from Participants are measured at their unpaid principal balances plus any accrued but unpaid interest, which approximate fair value.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

For the year ended December 31, 2010, the Plan has evaluated subsequent events for potential recognition and disclosures through August 26, 2011, the date the financial statements were available to be issued.

Risk and Uncertainties

The Plan invests in a variety of investment funds. Investment in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

C. Investment Information Certified by Wilmington Trust (Unaudited)

At December 31, 2010 , the Plan's investments were held by Wilmington Trust(the Trustee). The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2010 , as reported by the trustee is summarized in the attached Note C-(continued).

D. Related-Party Transactions

The sponsor company,NDC, paid for all expenses of maintaining the Plan. Total fees paid amounted to $24,506 for the year ended December 31, 2010. However, the Plan also paid $9,955 to the third party administrator.

E. Plan Termination

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

F. Tax Status

The Internal Revenue Service has determined and informed the Plan by a letter dated December 28, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability(or asset) if the plan has taken an uncertain positions that more likely than not would not be sustained upon examination by Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or

expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

G. Fair Value Measurements

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

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

Level 2-Inputs to the valuation methodology include

- .Quoted prices for similar assets or liabilities in active markets;
- .Quoted prices for identical 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 term, the Level 2 input must be observable for substantially the full term of the asset of liability.

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

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

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

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

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

The attached Note G-(continued) sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2010 and 2009.

H. Subsequent Event

NDC 401 (k) Plan switched Wilmington Trust Retirement & Institutional Services Co to Retirement Services Trust Company (RSTC) on July 12, 2011.RSTC, a wholly owned subsidiary of Pension Specialists, Inc. This will provide "one-stop shop" services to the Plan.

I. Concentration of Credit Risk

The Plan allows participants to invest into multiple investment contracts which belong to one major family of an investment company. However, each investment contract bears various kinds of risks in the same investment company. The management believes that these contracts has not only reduced of various risks, but also kept the costs down.

NDC 401 (k) Plan
Note C- (continued)
Investment Information Certified by Wilmington Trust (Unaudited)
For the year ended December 2010

The fair value investments at December 31, 2010 , reported by the Trustee, are as follows:

Mutual Funds		**2010**	
Vanguard mid cap growth inv	$	202,544	
Vanguard 500 index inv		357,632	x
Vanguard global equity		218,062	
Vanuguard hi-yld corp		-	
Vanguard high yield corp admiral		146,516	
Vanguard infl-prot secs		-	
Vanguard inflation protected ad		282,268	
Vanguard int-trn us trs		-	
Vanguard intl value		125,011	
Vanguard intm term-tres adm		272,621	
Vanguard mid cap idx		189,212	
Vanguard morgan gr		-	
Vanguard morgan growth fund adm		257,295	
Vanguard smcp gr idx		228,580	
Vanguard smcp idx		205,442	
Vanguard target retirement 2010		56,650	
Vanguard target retirement 2020		334,148	x
Vanguard target retirement 2030		392,606	x
Vanguard target retirement 2040		216,278	
Vanguard target retirement 2050		64,289	
Vanguard tgt retire income		28,546	
Vanguard tgt retirement 2015		460,678	x
Vanguard tgt retirement 2025		536,635	x
Vanguard tgt retirement 2035		177,352	
Vanguard tgt retirement 2045		131,097	
Vanguard total bd idx inv		264,111	
Vanguard total intl stk		115,656	
Vanguard val idx		70,289	
Vanguard prime money market fd		484,412	x
Total	$	5,817,930	

Interest and dividend income	$	107,326
Net appreciation(depreciation) in fair value of investments		507,833
Total	$	615,159

x= Investments that represent 5% or more of the Plan's net assets.

NDC 401 (k) Plan
Note G- (continued)
Fair value measurement of Plan assets by level, within the fair value hierarchy, is as follows:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Vanguard target retirement funds	$ 2,398,280	-	-	$ 2,398,280
Vanguard index funds	1,315,265	-	-	1,315,265
Vanguard Other funds	887,512	-	-	887,512
Vanguard prime money market funds	484,412	-	-	484,412
Vanguard growth funds	459,839	-	-	459,839
Vanguard US government securities funds	272,622	-	-	272,622
Total mutual funds at fair value	$ 5,817,930	-	-	$ 5,817,930

(Unaudited)

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Vanguard target retirement funds	$ 1,348,550	-	-	$ 1,348,550
Vanguard index funds	622,676	-	-	622,676
Vanguard Other funds	562,978	-	-	562,978
Vanguard prime money market funds	300,960	-	-	300,960
Vanguard growth funds	251,180	-	-	251,180
Vanguard US government securities funds	157,385	-	-	157,385
Total mutual funds at fair value	$ 3,243,729	-	-	$ 3,243,729

NDC 401 (k) Plan
Supplemental Schedule H, line 4i (Form 5500)
Schedule of Assets (Held at end of year)
For the year ended December 2010
Plan Sponsor: Nitinol Devices and Components, Inc. PN:001
EIN: 26-1142245

Mutual Funds		**Cost**		**Current value**
Vanguard 500 index	$	298,125	$	357,632
Vanguard global equity		174,249		218,062
Vanguard high yield corp admiral		145,754		146,516
Vanguard inflation protected ad		285,547		282,268
Vanguard international value		116,819		125,011
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Vanguard total bond market		259,602		264,111
Vanguard total intl stock		106,267		115,656
Vanguard value index		59,501		70,289
Vanguard prime money market		484,412		484,412
Sub-total	$	5,137,567	$	5,817,930
Participant loans(notes receivable)		-		426,050
Total	$	5,137,567	$	6,243,980