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
BKI 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1994

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

1631 MARKET STREET, SUITE B
CORONA, CA 92880

2b Employer Identification Number (EIN)
33-0037213

2c Sponsor's telephone number
951-272-6277

2d Business code (see instructions)
722210

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.	09/28/2011	DANA MCCLURE
	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")
BERNARD KARCHER INVESTMENTS, INC.

1631 MARKET STREET, SUITE B
CORONA, CA 92880

3b Administrator's EIN
33-0037213

3c Administrator's telephone number
951-272-6277

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**	308
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**	270
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	16
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	286
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	286
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	88
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 3H 3D 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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
BKI 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500.
BERNARD KARCHER INVESTMENTS, INC.

D Employer Identification Number (EIN)
33-0037213

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

1 Coverage Information:

(a) Name of insurance carrier
STANDARD INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
93-0242990	69019	801797	286	01/01/2010	12/31/2010

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
3953	0

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

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

MANAGED RESOURCE INS SRVCS INC
128 E KATELLA NUMBER 200
ORANGE, CA 92867

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3953			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	315359
5	Current value of plan's interest under this contract in separate accounts at year end	5	1040560

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ N/A

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	307689
c	Additions: (1) Contributions deposited during the year	7c(1)	44211		
	(2) Dividends and credits	7c(2)	3335		
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)	20099		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	67645
d	Total of balance and additions (add **b** and **c(6)**)			7d	375334
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	18569		
	(2) Administration charge made by carrier	7e(2)	1344		
	(3) Transferred to separate account	7e(3)	39062		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	58975
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	316359

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
BKI 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERNARD KARCHER INVESTMENTS, INC.

D Employer Identification Number (EIN)
33-0037213

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

STANCORP FINANCIAL GROUP

93-1253576

(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)

STANCORP FINANCIAL GROUP

93-1253576

(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?
12 15 18 50	NONE	19514	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 ☐

(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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
BKI 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BERNARD KARCHER INVESTMENTS, INC.

D Employer Identification Number (EIN)
33-0037213

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): STANDARD INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
93-0242990-005	P	1040560

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
BKI 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERNARD KARCHER INVESTMENTS, INC.

D Employer Identification Number (EIN)
33-0037213

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)	2022	2851
(2) Participant contributions	1b(2)	2865	3740
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	763692	1040560
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	307689	316359
(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	1076268	1363510
	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	1076268	1363510

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)	79941	
	(B) Participants	2a(1)(B)	128825	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		208766
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	3334	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3334
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		141396
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		353496
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	62758	
(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)		62758
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)	3496	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3496
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		66254
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		287242
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: ELLS CPA & BUSINESS ADVISORS (2) EIN: 95-2771605

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		49626
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		300000
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
BKI 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BERNARD KARCHER INVESTMENTS, INC.

D Employer Identification Number (EIN)
33-0037213

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): 93-0242990

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):

BKI 401(k) PLAN

FINANCIAL STATEMENTS
& INDEPENDENT AUDITORS' REPORT
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

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CERTIFIED PUBLIC ACCOUNTANTS
& BUSINESS ADVISORS

1611 E. Fourth Street, Suite 200
Santa Ana, California 92701
T: 714.569.1000 | F: 714.542.1040
www.ellscpas.com

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
BKI 401(k) Plan
Corona, California

We were engaged to audit the accompanying statements of net assets available for benefits of BKI 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits, and the supplemental schedules of (1) Schedule H, line 4i-Schedule of Assets (Held At End of Year) and (2) Schedule H, line 4a-Schedule of Delinquent Participant Contributions as of or for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information supplied in Note 6, which was certified by Standard Insurance Company, the 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2010 and 2009 , that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedules taken as a whole. The form and content of the information included in the financial statements and the supplemental schedules, other than that derived from the information certified by the 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.

Ells Certified Public Accountants + Business Advisors

Santa Ana, California
August 31, 2011

BKI 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
INVESTMENTS AT FAIR VALUE		
Pooled separate accounts	$ 1,040,560	$ 763,692
Investment contract	325,850	307,104
	1,366,410	1,070,796
RECEIVABLES		
Participant contributions	3,740	2,865
Employer contributions	2,851	2,022
	6,591	4,887
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	1,373,001	1,075,683
Adjustment from fair value to contract value for investment contract	(9,491)	585
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,363,510	$ 1,076,268

See independent auditors' report and notes to financial statements.

BKI 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:		
Investment income (loss):		
Investment income and net appreciation in fair value of investments	$	141,396
Interest and dividends		3,334
		144,730
Contributions:		
Participants		128,825
Employer		79,941
		208,766
TOTAL ADDITIONS TO NET ASSETS		353,496
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		62,758
Administrative expenses		3,496
TOTAL DEDUCTIONS FROM NET ASSETS		66,254
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		287,242
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR		1,076,268
END OF YEAR	$	1,363,510

See independent auditors' report and notes to financial statements.

NOTE 1 – DESCRIPTION OF PLAN

The following description of the BKI 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan of a controlled group of companies consisting of Bernard Karcher Investments, Inc, B & J, LLC, Star Goals, LLC and Star Chasers Austin, LLC (collectively referred to as the "Company"). The plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan initially became effective on January 1, 1994. The Plan Adoption Agreement was amended and restated on October 1, 2009.

Employees shall be eligible to participate in the Plan once they have reached the age of 21 and completed 1 year of service with the Company. An employee earns a year of service at the end of a service period in which the employee has 1,000 or more hours of service. Eligible employees may enroll in the plan on the first day of the month after satisfying eligibility requirements.

Contributions

Each year participants may contribute an amount not less than 1% of their compensation per payroll period up to 100% of pretax annual compensation. Each participant's total deferrals in any taxable year may not exceed the maximum allowable under the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans ("rollovers").

In addition, the Company is required to make a Safe Harbor matching contribution to all participants who make elective deferrals to the Plan. The Safe Harbor matching formula is 100% of the first 3% of compensation deferred and 50% of the next 2% of compensation contributed to salary deferrals, for a maximum contribution of 4%.

The Company may also choose to make a discretionary profit sharing contribution. Only participants who have completed at least 1,000 hours of service in the Plan year are eligible to receive discretionary contributions. The Company did not make a discretionary profit sharing contribution during 2010.

NOTE 1 – DESCRIPTION OF PLAN (CONT'D)

Participant Account

Each participant's account is credited with (a) the participant's contributions, (b) Safe Harbor matching contribution and allocations of (c) the Company's discretionary profit sharing contribution, if any, (d) Plan earnings and (e) charged with administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their contributions in the salary reduction contribution amount and in actual earnings thereon. A participant's interest in his or her Safe Harbor contributions is also fully vested and non-forfeitable.

If made, employer discretionary profit sharing contributions will become vested in accordance with the following schedule.

Years of Service	Percentage
Less than 2 years	0%
2 but less than 3 years	20%
3 but less than 4 years	40%
4 but less than 5 years	60%
5 but less than 6 years	80%
6 or more years	100%

The vesting percentage for a participant who is an employee on or after the date he reaches normal retirement age (as defined by the Plan) will be 100% vested in employer discretionary profit sharing contributions.

Notes Receivable from Participants

The plan does not allow for participant loans.

Payment of Benefits

If upon termination, a participant's vested benefit is $5,000 or less, it will be distributed as a lump-sum as soon as practicable. If a participant's vested balance is between $1,000 and $5,000 the plan administrator may roll the participant's distribution over to a Plan designated IRA.

NOTE 1 – DESCRIPTION OF PLAN (CONT'D)

Payment of Benefits (Cont'd)

If a participant's vested benefit in the Plan exceeds $5,000 upon termination of employment, the participant may elect to receive a single lump-sum payment of the entire balance or periodic payments over a period of not more than the participant's assumed life expectancy.

Death and Disability Benefits

Upon death or disability of a participant prior to retirement, the Plan provides for 100% vesting of all amounts in the account.

Forfeitures

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. Forfeitures are retained in the plan and may first be used to pay Plan expenses and then used to reduce future employer contributions. For the year ending December 31, 2010, forfeitures of $27 were used to reduce plan expenses.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein at the date of the financial statements. Actual results could differ from those estimates. As a result of the current economic conditions, the Plan administrator may be required to make additional estimates which are subject to greater degree of uncertainty.

Benefit Payments

Benefit payments consist of payments to participants (or, if applicable, the beneficiary) at retirement, disability, death or termination of employment. Benefit payments are made in the form of lump sum distributions, direct rollovers or annuities. Benefits are recorded when paid.

Fees and Expenses

The Company is responsible for the Plan administrative costs, including the recordkeeping and management of the Plan. The Plan is responsible for costs related specifically to the investments.

Reclassifications

Certain amounts in the 2009 financial statements have been reclassified to conform to the 2010 presentation. Net assets available for benefits were not affected.

NOTE 3 – INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets:

	2010	2009
Stable Asset Fund II	$ 325,850	$ 307,104
Vanguard 500 Index	141,034	100,159
T. Rowe Price Growth Stock	96,210	72,129
Federated Mid Cap	148,699	108,742
Munder Mid Cap Core Growth	110,901	86,626
Vanguard Wellington	113,161	65,858
Harbor Bond	***	56,547
Thornburg International Value	122,308	97,620

****Amount is less than 5% of net assets*

NOTE 3 – INVESTMENTS (CONT'D)

During 2010, the Plan's investments (including gains and losses on investments purchased and sold, as well as held during the year) appreciated in value by $141,396 as follows:

Pooled separate accounts	$ 141,396
	$ 141,396

NOTE 4 – 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 below:

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

Level 2 — Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means;
- If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT'D)

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

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.

Pooled separate accounts: Value based on the net asset value ("NAV") of shares held of the underlying mutual fund by the plan at year end.

Investment contract: Valued at the amount payable on demand at year end (See Note 5).

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

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

	Fair Value Measurements Using Input Type			
INVESTMENTS:	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Intermediate bond	$ -	$ 56,816	$ -	$ 56,816
Moderate allocation	-	113,161	-	113,161
Large cap value	-	96,210	-	96,210
Large cap blend	-	141,034	-	141,034
Large cap growth	-	44,743	-	44,743
Mid cap value	-	39,506	-	39,506
Mid cap blend	-	148,699	-	148,699
Mid cap growth	-	110,901	-	110,901
Small cap value	-	7,643	-	7,643

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT'D)

Small cap blend	-	55,476	-	55,476
Small cap growth	-	39,811	-	39,811
Foreign	-	122,308	-	122,308
Real estate	-	64,252	-	64,252
Total pooled separate accounts	-	1,040,560	-	1,040,560
Investment contract:				
Stable value	-	-	325,850	325,850
	$ -	$1,040,560	$ 325,850	$1,366,410

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

	Assets at Fair Value as of December 31, 2009			
INVESTMENTS	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Intermediate bond	$ -	$ 56,547	$ -	$ 56,547
Moderate allocation	-	65,858	-	65,858
Large cap value	-	72,129	-	72,129
Large cap blend	-	100,159	-	100,159
Large cap growth	-	39,781	-	39,781
Mid cap value	-	27,878	-	27,878
Mid cap blend	-	108,743	-	108,743
Mid cap growth	-	86,626	-	86,626
Small cap value	-	4,514	-	4,514
Small cap blend	-	43,009	-	43,009
Small cap growth	-	24,450	-	24,450
Foreign	-	97,620	-	97,620
Real estate	-	36,378	-	36,378
Total pooled separate accounts	-	763,692	-	763,692

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT'D)

Investment contract	-	-	307,104	307,104
	$ -	$ 763,692	$ 307,104	$ 1,070,796

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2010:

	Investment Contract
Beginning balance January 1, 2010	$ 307,104
Issuances, repayments and settlements, net	18,746
Ending balance at December 31, 2010	$ 325,850

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Investment Contract
Beginning balance January 1, 2009	$ 299,028
Issuances, repayments and settlements, net	8,076
Ending balance at December 31, 2009	$ 307,104

NOTE 5 – INVESTMENT CONTRACT

The custodian offers a stable value asset fund which a participant may elect to transfer all or part of his or her funds. The stable value asset fund is considered to be a fully benefit-responsive investment contract. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits. Contract value, as reported by Standard, is the beginning balance plus any deposit and credited interest, less any withdrawals, charges or expenses, a measurement which approximates fair value. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of Standard or otherwise. The contract value of the investment contract at December 31, 2010 and 2009 was $316,359 and $307,689, respectively. This investment seeks to protect against any loss of principal while providing returns in excess of money market funds and one-year U. S. Treasury bills. Rates are set monthly by the management of Standard and

NOTE 5 – INVESTMENT CONTRACT (CONT'D)

effective on the first day of the month. Monthly rates are combined into quarterly cells (weighted based on the amount of net transactions in the fund over each month). Each cell has a five-year rate guarantee. No negative cells are established, but rather negative net quarterly transactions are deducted from the oldest established cell. The crediting rate for the stable value asset fund is the combined return on all existing cells, weighted by the size of the cell. Contract charges may reduce this return. The Standard Stable Value Asset Fund II is not a separate account investment choice; it is an investment in Standard's general account. The average yield of the stable value asset fund based on actual earnings and interest credited to participants yielded 0.96% and 1.39% for the years ended December 31, 2010 and 2009, respectively.

Certain events limit the ability of the plan to transact at contract value with Standard. Such events include termination of the contract, spinoffs, divestitures, layoffs, corporate relocation, partial or total plan termination, retirement incentive programs, and the liberalization of plan withdrawal or transfer rules. In addition, Standard may terminate the contract with 30 days advance written notice to the contract owner for reasonable cause, which includes the Plan's failure to abide by state or federal law, failure to render performance necessary to comply with the terms of the contract, failure to maintain assets of at least $25,000, plan disqualification, and failure to adopt the plan in a reasonable amount of time. Upon occurrence of any of these events, a market value adjustment may apply. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

NOTE 6 – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan administrator elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's custodian has certified that the following information included in the accompanying financial statements and supplemental schedules is complete and accurate:

	2009
Investments at fair value:	
Pooled separate accounts	$ 1,040,560
Stable asset fund	325,850
Investment income:	
Net appreciation (depreciation)	141,396
Interest and dividends	3,334

NOTE 6 – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (CONT'D)

Contributions:	
Participants	128,825
Employer	79,941
Administrative expenses	3,496
Benefits paid to participants	62,758

NOTE 7 – PLAN TERMINATION

Although it has not expressed any intent to do so, the sponsoring Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 – TAX STATUS

The Company is using a Volume Submitter Prototype Plan provided by its third party administrator and custodian, Standard Insurance Company, for which Standard received a favorable opinion letter on June 2, 2000. The letter indicates that the Volume Submitter Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code(IRC) and thus exempt from federal income taxes.

The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believed that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 9 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of pooled separate accounts managed by Standard Insurance Company. Standard Insurance Company is the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions for which there is a statutory exemption.

NOTE 10 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk

NOTE 10 – RISKS AND UNCERTAINTIES (CONT'D)

associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 11 – OPERATIONAL FAILURE

During 2005 through 2008, the employer failed to withhold and remit employee deferrals on vacation, sick time and bonuses. In 2009 the Company made a Qualified Non-Elective Contribution (QNEC) to the plan to self-correct the operational failure in accordance with Revenue Procedure 2008-50. The QNEC contribution included (a) the late employee contributions, (b) the employer match on the late employee contributions and (c) lost earnings on the employee and employer contributions. The Plan administrator believes this will not affect the continuing qualification of the Plan and therefore did not include a provision for income taxes in the Plan's financial statements.

NOTE 12 – DELINQUENT PARTICIPANT CONTRIBUTIONS

During the 2010 the Company failed to remit certain employee deferrals in the time period described in 29 CFR 2510.3-102. Consequently, the Plan is considered to have engaged in non-exempt transactions with a party-in-interest.

In accordance with the IRS Self-Correction Program, the Company calculated lost earnings on the late deferrals and submitted corrective payment to the Plan in 2011. In addition to submitting corrective payment, the Company has identified the procedural errors that allowed the late deferrals to occur and has taken steps to ensure that this does not happen again in the future.

NOTE 13 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 31, 2011, the date financial statements were issued.

SUPPLEMENTARY INFORMATION

BKI 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

FEIN: 33-0037213
Plan Number: 001
Form 5500, Schedule H, Part IV, Line 4i

(b) Identity of Issuer	(c) Description	Value
Standard Insurance Pooled Separate Accounts	Harbor Bond	$ 56,816
Standard Insurance Pooled Separate Accounts	Vanguard Wellington	113,161
Standard Insurance Pooled Separate Accounts	Vanguard 500 Index	141,034
Standard Insurance Pooled Separate Accounts	T.Rowe Price Growth Stock	96,210
Standard Insurance Pooled Separate Accounts	JP Morgan Mid Cap Value 1	39,506
Standard Insurance Pooled Separate Accounts	Federated Mid Cap	148,699
Standard Insurance Pooled Separate Accounts	Munder Mid Cap Cpre Growth Y	110,901
Standard Insurance Pooled Separate Accounts	Vanguard Small Cap Index	55,476
Standard Insurance Pooled Separate Accounts	Allianz NFJ Small Cap Value	7,643
Standard Insurance Pooled Separate Accounts	T.Rowe Price Equity Income	44,743
Standard Insurance Pooled Separate Accounts	Blackrock Small Cap Growth Equity	39,811
Standard Insurance Pooled Separate Accounts	Thornburg International Value	122,308
Standard Insurance Pooled Separate Accounts	Nuveen Real Estate Secl	64,252
Stable Asset Fund	Stable Asset Fund II	325,850
		$ 1,366,410

All investments are with a party-in-interest with the Plan.

BKI 401(k) PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2010

FEIN: 33-0037213
Plan Number: 001
Form 5500, Schedule H, Part IV, Line 4a

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside the VFCP	Contributions Pending Correction in VFCP	
2010		$ 49,626		
Total		$ 49,626		

See independent auditors' report and notes to financial statements.

BKI 401(k) PLAN

FINANCIAL STATEMENTS
& INDEPENDENT AUDITORS' REPORT
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

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CERTIFIED PUBLIC ACCOUNTANTS
& BUSINESS ADVISORS

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
BKI 401(k) Plan
Corona, California

We were engaged to audit the accompanying statements of net assets available for benefits of BKI 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits, and the supplemental schedules of (1) Schedule H, line 4i-Schedule of Assets (Held At End of Year) and (2) Schedule H, line 4a-Schedule of Delinquent Participant Contributions as of or for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information supplied in Note 6, which was certified by Standard Insurance Company, the 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2010 and 2009 , that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedules taken as a whole. The form and content of the information included in the financial statements and the supplemental schedules, other than that derived from the information certified by the 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.

Ells Certified Public Accountants + Business Advisors

Santa Ana, California
August 31, 2011

BKI 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
INVESTMENTS AT FAIR VALUE		
Pooled separate accounts	$ 1,040,560	$ 763,692
Investment contract	325,850	307,104
	1,366,410	1,070,796
RECEIVABLES		
Participant contributions	3,740	2,865
Employer contributions	2,851	2,022
	6,591	4,887
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	1,373,001	1,075,683
Adjustment from fair value to contract value for investment contract	(9,491)	585
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,363,510	$ 1,076,268

See independent auditors' report and notes to financial statements.

BKI 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:		
Investment income (loss):		
Investment income and net appreciation in fair value of investments	$	141,396
Interest and dividends		3,334
		144,730
Contributions:		
Participants		128,825
Employer		79,941
		208,766
TOTAL ADDITIONS TO NET ASSETS		353,496
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		62,758
Administrative expenses		3,496
TOTAL DEDUCTIONS FROM NET ASSETS		66,254
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		287,242
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR		1,076,268
END OF YEAR	$	1,363,510

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The Plan is a defined contribution plan of a controlled group of companies consisting of Bernard Karcher Investments, Inc, B & J, LLC, Star Goals, LLC and Star Chasers Austin, LLC (collectively referred to as the "Company"). The plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan initially became effective on January 1, 1994. The Plan Adoption Agreement was amended and restated on October 1, 2009.

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Contributions

Each year participants may contribute an amount not less than 1% of their compensation per payroll period up to 100% of pretax annual compensation. Each participant's total deferrals in any taxable year may not exceed the maximum allowable under the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans ("rollovers").

In addition, the Company is required to make a Safe Harbor matching contribution to all participants who make elective deferrals to the Plan. The Safe Harbor matching formula is 100% of the first 3% of compensation deferred and 50% of the next 2% of compensation contributed to salary deferrals, for a maximum contribution of 4%.

The Company may also choose to make a discretionary profit sharing contribution. Only participants who have completed at least 1,000 hours of service in the Plan year are eligible to receive discretionary contributions. The Company did not make a discretionary profit sharing contribution during 2010.

NOTE 1 – DESCRIPTION OF PLAN (CONT'D)

Participant Account

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Participants are immediately 100% vested in their contributions in the salary reduction contribution amount and in actual earnings thereon. A participant's interest in his or her Safe Harbor contributions is also fully vested and non-forfeitable.

If made, employer discretionary profit sharing contributions will become vested in accordance with the following schedule.

Years of Service	Percentage
Less than 2 years	0%
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The plan does not allow for participant loans.

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If upon termination, a participant's vested benefit is $5,000 or less, it will be distributed as a lump-sum as soon as practicable. If a participant's vested balance is between $1,000 and $5,000 the plan administrator may roll the participant's distribution over to a Plan designated IRA.

NOTE 1 – DESCRIPTION OF PLAN (CONT'D)

Payment of Benefits (Cont'd)

If a participant's vested benefit in the Plan exceeds $5,000 upon termination of employment, the participant may elect to receive a single lump-sum payment of the entire balance or periodic payments over a period of not more than the participant's assumed life expectancy.

Death and Disability Benefits

Upon death or disability of a participant prior to retirement, the Plan provides for 100% vesting of all amounts in the account.

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Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. Forfeitures are retained in the plan and may first be used to pay Plan expenses and then used to reduce future employer contributions. For the year ending December 31, 2010, forfeitures of $27 were used to reduce plan expenses.

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Basis of Accounting

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Benefit payments consist of payments to participants (or, if applicable, the beneficiary) at retirement, disability, death or termination of employment. Benefit payments are made in the form of lump sum distributions, direct rollovers or annuities. Benefits are recorded when paid.

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The Company is responsible for the Plan administrative costs, including the recordkeeping and management of the Plan. The Plan is responsible for costs related specifically to the investments.

Reclassifications

Certain amounts in the 2009 financial statements have been reclassified to conform to the 2010 presentation. Net assets available for benefits were not affected.

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The following table presents investments that represent 5% or more of the Plan's net assets:

	2010	2009
Stable Asset Fund II	$ 325,850	$ 307,104
Vanguard 500 Index	141,034	100,159
T. Rowe Price Growth Stock	96,210	72,129
Federated Mid Cap	148,699	108,742
Munder Mid Cap Core Growth	110,901	86,626
Vanguard Wellington	113,161	65,858
Harbor Bond	***	56,547
Thornburg International Value	122,308	97,620

****Amount is less than 5% of net assets*

NOTE 3 – INVESTMENTS (CONT'D)

During 2010, the Plan's investments (including gains and losses on investments purchased and sold, as well as held during the year) appreciated in value by $141,396 as follows:

Pooled separate accounts	$ 141,396
	$ 141,396

NOTE 4 – 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 below:

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

Level 2 — Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means;
- If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT'D)

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

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.

Pooled separate accounts: Value based on the net asset value ("NAV") of shares held of the underlying mutual fund by the plan at year end.

Investment contract: Valued at the amount payable on demand at year end (See Note 5).

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

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

	Fair Value Measurements Using Input Type			
INVESTMENTS:	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Intermediate bond	$ -	$ 56,816	$ -	$ 56,816
Moderate allocation	-	113,161	-	113,161
Large cap value	-	96,210	-	96,210
Large cap blend	-	141,034	-	141,034
Large cap growth	-	44,743	-	44,743
Mid cap value	-	39,506	-	39,506
Mid cap blend	-	148,699	-	148,699
Mid cap growth	-	110,901	-	110,901
Small cap value	-	7,643	-	7,643

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT'D)

Small cap blend	-	55,476	-	55,476
Small cap growth	-	39,811	-	39,811
Foreign	-	122,308	-	122,308
Real estate	-	64,252	-	64,252
Total pooled separate accounts	-	1,040,560	-	1,040,560
Investment contract:				
Stable value	-	-	325,850	325,850
	$ -	$1,040,560	$ 325,850	$1,366,410

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

	Assets at Fair Value as of December 31, 2009			
INVESTMENTS	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Intermediate bond	$ -	$ 56,547	$ -	$ 56,547
Moderate allocation	-	65,858	-	65,858
Large cap value	-	72,129	-	72,129
Large cap blend	-	100,159	-	100,159
Large cap growth	-	39,781	-	39,781
Mid cap value	-	27,878	-	27,878
Mid cap blend	-	108,743	-	108,743
Mid cap growth	-	86,626	-	86,626
Small cap value	-	4,514	-	4,514
Small cap blend	-	43,009	-	43,009
Small cap growth	-	24,450	-	24,450
Foreign	-	97,620	-	97,620
Real estate	-	36,378	-	36,378
Total pooled separate accounts	-	763,692	-	763,692

NOTE 4 – FAIR VALUE MEASUREMENTS (CONT'D)

Investment contract	-	-	307,104	307,104
	$ -	$ 763,692	$ 307,104	$ 1,070,796

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2010:

	Investment Contract
Beginning balance January 1, 2010	$ 307,104
Issuances, repayments and settlements, net	18,746
Ending balance at December 31, 2010	$ 325,850

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Investment Contract
Beginning balance January 1, 2009	$ 299,028
Issuances, repayments and settlements, net	8,076
Ending balance at December 31, 2009	$ 307,104

NOTE 5 – INVESTMENT CONTRACT

The custodian offers a stable value asset fund which a participant may elect to transfer all or part of his or her funds. The stable value asset fund is considered to be a fully benefit-responsive investment contract. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits. Contract value, as reported by Standard, is the beginning balance plus any deposit and credited interest, less any withdrawals, charges or expenses, a measurement which approximates fair value. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of Standard or otherwise. The contract value of the investment contract at December 31, 2010 and 2009 was $316,359 and $307,689, respectively. This investment seeks to protect against any loss of principal while providing returns in excess of money market funds and one-year U. S. Treasury bills. Rates are set monthly by the management of Standard and

NOTE 5 – INVESTMENT CONTRACT (CONT'D)

effective on the first day of the month. Monthly rates are combined into quarterly cells (weighted based on the amount of net transactions in the fund over each month). Each cell has a five-year rate guarantee. No negative cells are established, but rather negative net quarterly transactions are deducted from the oldest established cell. The crediting rate for the stable value asset fund is the combined return on all existing cells, weighted by the size of the cell. Contract charges may reduce this return. The Standard Stable Value Asset Fund II is not a separate account investment choice; it is an investment in Standard's general account. The average yield of the stable value asset fund based on actual earnings and interest credited to participants yielded 0.96% and 1.39% for the years ended December 31, 2010 and 2009, respectively.

Certain events limit the ability of the plan to transact at contract value with Standard. Such events include termination of the contract, spinoffs, divestitures, layoffs, corporate relocation, partial or total plan termination, retirement incentive programs, and the liberalization of plan withdrawal or transfer rules. In addition, Standard may terminate the contract with 30 days advance written notice to the contract owner for reasonable cause, which includes the Plan's failure to abide by state or federal law, failure to render performance necessary to comply with the terms of the contract, failure to maintain assets of at least $25,000, plan disqualification, and failure to adopt the plan in a reasonable amount of time. Upon occurrence of any of these events, a market value adjustment may apply. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

NOTE 6 – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan administrator elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's custodian has certified that the following information included in the accompanying financial statements and supplemental schedules is complete and accurate:

	2009
Investments at fair value:	
Pooled separate accounts	$ 1,040,560
Stable asset fund	325,850
Investment income:	
Net appreciation (depreciation)	141,396
Interest and dividends	3,334

NOTE 6 – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (CONT'D)

Contributions:	
Participants	128,825
Employer	79,941
Administrative expenses	3,496
Benefits paid to participants	62,758

NOTE 7 – PLAN TERMINATION

Although it has not expressed any intent to do so, the sponsoring Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 – TAX STATUS

The Company is using a Volume Submitter Prototype Plan provided by its third party administrator and custodian, Standard Insurance Company, for which Standard received a favorable opinion letter on June 2, 2000. The letter indicates that the Volume Submitter Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code(IRC) and thus exempt from federal income taxes.

The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believed that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 9 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of pooled separate accounts managed by Standard Insurance Company. Standard Insurance Company is the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions for which there is a statutory exemption.

NOTE 10 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk

NOTE 10 – RISKS AND UNCERTAINTIES (CONT'D)

associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 11 – OPERATIONAL FAILURE

During 2005 through 2008, the employer failed to withhold and remit employee deferrals on vacation, sick time and bonuses. In 2009 the Company made a Qualified Non-Elective Contribution (QNEC) to the plan to self-correct the operational failure in accordance with Revenue Procedure 2008-50. The QNEC contribution included (a) the late employee contributions, (b) the employer match on the late employee contributions and (c) lost earnings on the employee and employer contributions. The Plan administrator believes this will not affect the continuing qualification of the Plan and therefore did not include a provision for income taxes in the Plan's financial statements.

NOTE 12 – DELINQUENT PARTICIPANT CONTRIBUTIONS

During the 2010 the Company failed to remit certain employee deferrals in the time period described in 29 CFR 2510.3-102. Consequently, the Plan is considered to have engaged in non-exempt transactions with a party-in-interest.

In accordance with the IRS Self-Correction Program, the Company calculated lost earnings on the late deferrals and submitted corrective payment to the Plan in 2011. In addition to submitting corrective payment, the Company has identified the procedural errors that allowed the late deferrals to occur and has taken steps to ensure that this does not happen again in the future.

NOTE 13 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 31, 2011, the date financial statements were issued.

SUPPLEMENTARY INFORMATION

BKI 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

FEIN: 33-0037213
Plan Number: 001
Form 5500, Schedule H, Part IV, Line 4i

(b) Identity of Issuer	(c) Description	Value
Standard Insurance Pooled Separate Accounts	Harbor Bond	$ 56,816
Standard Insurance Pooled Separate Accounts	Vanguard Wellington	113,161
Standard Insurance Pooled Separate Accounts	Vanguard 500 Index	141,034
Standard Insurance Pooled Separate Accounts	T.Rowe Price Growth Stock	96,210
Standard Insurance Pooled Separate Accounts	JP Morgan Mid Cap Value 1	39,506
Standard Insurance Pooled Separate Accounts	Federated Mid Cap	148,699
Standard Insurance Pooled Separate Accounts	Munder Mid Cap Cpre Growth Y	110,901
Standard Insurance Pooled Separate Accounts	Vanguard Small Cap Index	55,476
Standard Insurance Pooled Separate Accounts	Allianz NFJ Small Cap Value	7,643
Standard Insurance Pooled Separate Accounts	T.Rowe Price Equity Income	44,743
Standard Insurance Pooled Separate Accounts	Blackrock Small Cap Growth Equity	39,811
Standard Insurance Pooled Separate Accounts	Thornburg International Value	122,308
Standard Insurance Pooled Separate Accounts	Nuveen Real Estate Secl	64,252
Stable Asset Fund	Stable Asset Fund II	325,850
		$ 1,366,410

All investments are with a party-in-interest with the Plan.

BKI 401(k) PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2010

FEIN: 33-0037213
Plan Number: 001
Form 5500, Schedule H, Part IV, Line 4a

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside the VFCP	Contributions Pending Correction in VFCP	
2010		$ 49,626		
Total		$ 49,626		

See independent auditors' report and notes to financial statements.

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BKI 401(k) Plan **EIN:** 33-0037213
Plan Sponsor's Name Bernard Karcher Investments, Inc. **PN:** 002

(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
*	STANDARD INSURANCE CO.	GROUP ANNUITY CONTRACT STABLE ASSET FUND II	316,359	316,359
*	STANDARD INSURANCE CO.	POOLED SEPARATE ACCT. A	902,977	1,040,560