

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
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/1993</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>WORDEN BROTHERS, INC.</u> <u>6315 BOATHOUSE ROAD</u> <u>WILMINGTON, NC 28403</u>	2b Employer Identification Number (EIN) <u>56-1706915</u>	2c Sponsor's telephone number <u>910-202-8555</u>	2d Business code (see instructions) <u>541511</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/03/2011</u>	<u>JON WORDEN</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") WORDEN BROTHERS, INC. 6315 BOATHOUSE ROAD WILMINGTON, NC 28403	3b Administrator's EIN 56-1706915 3c Administrator's telephone number 910-202-8555
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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
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5 Total number of participants at the beginning of the plan year	5	121
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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	45
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	71
d Subtotal. Add lines 6a , 6b , and 6c	6d	119
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	119
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	116
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ **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) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☒ ¹ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. WORDEN BROTHERS, INC.	D Employer Identification Number (EIN) 56-1706915	

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.
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1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY USA

(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
01-0233346	65838	64440	130	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
5110	2111

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
THE LEADERS GROUP 333 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FL 33301

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5110			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
EJREYNOLDS, INC. 9050 PINES BLVD. STE. 110 PEMBROKE PINES, FL 33024

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1811	CONTRACT MANAGEMENT ASSISTANCE	0

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

EJREYNOLDS, INC.

9050 PINES BLVD.
STE. 110
PEMBROKE PINES, FL 33024

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	300	DISTRIBUTION PROCESSING FEE	5

(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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	4052281

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

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	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		

(6) Total additions	7c(6)	0
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d Total of balance and additions (add b and c(6)).	7d	0
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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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)	0
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)	0
(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)	0
(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WORDEN BROTHERS, INC.	D Employer Identification Number (EIN) 56-1706915	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
JOHN HANCOCK LIFE INSURANCE CO.	P.O. BOX 600 B UFFALO, NY 14201-0600
01-0233346	

(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)

JOHN HANCOCK LIFE INSURANCE CO.

P.O. BOX 600
BUFFALO, NY 14201-0600

01-0233346

(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?
15 28 59 60 62 63 67	RECORDKEEPER	118	Yes ☒ No ☐	Yes ☒ No ☐	0	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

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

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2010</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 WORDEN BROTHERS, INC.	D Employer Identification Number (EIN) 56-1706915	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2010				
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.				
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 866		
a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2020				
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.				
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5462		
a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2025				
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.				
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2310		
a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2030				
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.				
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 875		
a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2035				
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.				
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 725		
a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2040				
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.				
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7392		
a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2045				
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.				
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40954		

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - CONSERVATIVE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 79132

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - MODERATE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20139

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - BALANCED FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 328874

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 618426

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - AGGRESSIVE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1008653

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT TERM GOVERNMENT FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12793

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72135

a Name of MTIA, CCT, PSA, or 103-12 IE: SPECTRUM I FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6152

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24030

a Name of MTIA, CCT, PSA, or 103-12 IE: AF AM BALANCED FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 220629

a Name of MTIA, CCT, PSA, or 103-12 IE: NY VENTURE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32277

a Name of MTIA, CCT, PSA, or 103-12 IE: BEACON FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34061

a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCE SHEET FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30221

a Name of MTIA, CCT, PSA, or 103-12 IE: DISCOVERY FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48271

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13207

a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE & RESTRUCTURING FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11961

a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: WORLD FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24724

a Name of MTIA, CCT, PSA, or 103-12 IE: STRUCTURE MID CAP FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7131

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPAC FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12469

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63408

a Name of MTIA, CCT, PSA, or 103-12 IE: INDEX MID FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15577

a Name of MTIA, CCT, PSA, or 103-12 IE: VISTA FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22889

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55153

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPORTUNITY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 137

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54

a Name of MTIA, CCT, PSA, or 103-12 IE: DEVELOPING MARKETS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 260889

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58617

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 438939

a Name of MTIA, CCT, PSA, or 103-12 IE: VS SMALL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78742

a Name of MTIA, CCT, PSA, or 103-12 IE: VS CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1226

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 319333

a Name of MTIA, CCT, PSA, or 103-12 IE: VS BLUE CHIP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36748

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED ALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 597

a Name of MTIA, CCT, PSA, or 103-12 IE: VS INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3631

a Name of MTIA, CCT, PSA, or 103-12 IE: VS MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27610

a Name of MTIA, CCT, PSA, or 103-12 IE: VS INTERNATIONAL OPPORTUNITY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4863

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
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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 WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WORDEN BROTHERS, INC.	D Employer Identification Number (EIN) 56-1706915	

Part I	Asset and Liability Statement
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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	731	5638
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	25000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	111061	110066
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	3441166	4052281
(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)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	3577958	4167985

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	490	3698
k Total liabilities (add all amounts in lines 1g through 1j)	1k	490	3698

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3577468	4164287
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	54888	
(B) Participants	2a(1)(B)	168057	
(C) Others (including rollovers)	2a(1)(C)	192	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		223137

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)	6441	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6441

(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)		
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(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)		440241
(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		-3099
d Total income. Add all income amounts in column (b) and enter total.....	2d		666720

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	47676	
(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)		47676
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)	300	
(2) Contract administrator fees	2i(2)	31925	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		32225
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		79901

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		586819
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		450000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

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

A Name of plan <u>WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WORDEN BROTHERS, INC.</u>	D Employer Identification Number (EIN) <u>56-1706915</u>

Part I	Distributions
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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	<u>0</u>
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): <u>01-0233346</u>		
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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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):

- 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): _____

Financial Statements and Report of Independent
Certified Public Accountants

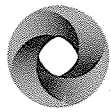
Worden Brothers, Inc.

401(k) Profit Sharing Plan

December 31, 2010 and 2009

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Report of Independent Certified Public Accountants

To the Trustees
Worden Brothers, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of Worden Brothers, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2010 and for the year ended December 31, 2010, and the supplemental schedule as of December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009 were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated September 17, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Because of the significance of the information in the Plan's 2010 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, 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 as established by the American Institute of Certified Public Accountants 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.

Fort Lauderdale, Florida
September 28, 2011

Worden Brothers, Inc. 401(k) Profit Sharing Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2010</u>	<u>2009</u>
ASSETS		
Cash	\$ 5,638	\$ 731
Investments, at fair value	4,052,281	3,441,166
Receivables:		
Employer contributions	3,395	25,000
Participant contributions	9,658	-
Notes receivable from participants	<u>110,067</u>	<u>111,061</u>
Total receivables	<u>123,120</u>	<u>136,061</u>
Net assets available for benefits	<u>\$ 4,181,039</u>	<u>\$ 3,577,958</u>

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

Worden Brothers, Inc. 401(k) Profit Sharing Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2010

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments \$ 440,241

Interest income on notes receivable from participants 6,441

Contributions:

Participant 177,765

Employer 53,509

Rollover 192

Total contributions 231,466

Total additions 678,148

Deductions from net assets attributed to:

Benefits paid 42,952

Administrative expenses 32,115

Total deductions 75,067

Net increase in net assets available for benefits 603,081

Net assets available for benefits:

Beginning of year 3,577,958

End of year \$ 4,181,039

The accompanying notes are an integral part of this financial statement.

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE A - DESCRIPTION OF PLAN

The following description of the Worden Brothers, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan Sponsor is Worden Brothers, Inc. (the "Company" or "Sponsor").

General

The Plan is a defined contribution plan covering all eligible employees of the Company as defined in the Plan document. Employees who have attained the age of 21 are eligible to become participants in the Plan after ninety days of continuous employment beginning from their date of hire. Employees must be employed on the last day of the year to be eligible for the profit sharing contribution. Employees may enroll either in January 1, April 1, July 1 or October 1, after attaining eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Administration

The Plan is administered by the Company. As of December 31, 2010 and 2009, the Plan assets are maintained by its custodian, John Hancock Life Insurance Company USA ("John Hancock").

Contributions

Each year, participants may elect to make salary reduction contributions to the Plan of up to seventy-five percent (75%) of annual compensation as defined in the Plan document. Salary deferrals cannot exceed Internal Revenue Code (the "IRC") limitations. Participants may also contribute amounts representing distributions from other qualified plans.

The Sponsor contributes matching contributions based on a discretionary formula. For the year ended December 31, 2010, the Sponsor elected to make matching contributions equal to 50% of the employee's deferral, up to the first 6% of the employee's compensation, as defined in the Plan document. The Sponsor may also make additional discretionary profit sharing contributions. The Sponsor elected to not make additional discretionary profit sharing contributions to the Plan for the year ended December 31, 2010. For the year ended December 31, 2010, the total maximum allowable tax-deferred contribution to the Plan under the IRC from employee sources was \$16,500, plus catch-up contributions of \$5,500 for eligible employees.

Investment Options

Upon enrollment in the Plan, a participant may direct investments consisting of his or her employee contribution and rollovers plus actual earnings thereon in any of the investment options offered by the Plan. All investments are participant-directed.

(continued)

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE A - DESCRIPTION OF PLAN - Continued

Participant Accounts

Individual accounts are maintained for each Plan participant as defined in the Plan document. Each participant's account is credited with the participant's contributions and allocations of (a) the Company's discretionary matching contribution (if any), (b) the Company's discretionary profit sharing contribution and (c) Plan investment earnings or losses. Allocations are based on the participant's elective contributions and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their individual contributions to the Plan and earnings thereon. Company contributions and earnings thereon vest in accordance with the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
1	20%
2	40%
3	60%
4	80%
5	100%

Payment of Benefits

Upon termination of service due to retirement, disability, death, or termination of employment, a distribution of the vested account balance is permitted in a lump sum or installment payments to the participant or named beneficiary. Withdrawals under the Plan are allowed for hardship (as defined in the IRC) or the attainment of age 59-1/2. The form of distribution may be either a lump-sum payment or installment payments from the participant's account balance in cash over a period of time, in accordance with Internal Revenue Service ("IRS") regulations. If the vested account balance is less than \$1,000 at the date of death, disability, retirement, or termination of employment, then that balance shall be distributed in a single lump-sum payment. For termination of services for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Benefit payments to participants are recorded upon distribution.

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in their participant's account. The loans bear interest at rates that are commensurate with local prevailing

(continued)

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE A - DESCRIPTION OF PLAN - Continued

Notes Receivable from Participants - Continued

rates at the date of issuance, as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through payroll deductions. The interest rate on loans outstanding as of December 31, 2010, ranged from 4.25% to 7%.

Forfeitures

Forfeitures of non-vested account balances are used to reduce the Sponsor's matching contributions. At December 31, 2010 and 2009, there was \$314 and \$258 of available forfeitures, respectively, which will be used to reduce the Sponsor's future matching contributions. During the year ended December 31, 2010, approximately \$4,700 of forfeitures were used to reduce the sponsor's matching contributions.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Risks and Uncertainties

The Plan provides for investment options in a variety of investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market volatility, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Notes Receivable from Participants

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

(continued)

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

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 F 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 in Fair Value of Investments

Net realized and unrealized appreciation of investments is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation in fair value of investments and includes gains and losses on investments bought and sold as well as held during the year.

Administration of the Plan

Certain administrative functions are performed by officers or employees of the Plan. No such officers or employees receive compensation from the Plan. Certain administration expenses, such as professional fees, are paid directly by the Company. The Company paid approximately \$18,200 in administrative expense during 2010, on behalf of the Plan. Fees paid by the Plan were approximately \$32,000.

Adoption of New Accounting Standard

In September 2010, FASB issued an amendment, Plan Accounting – Defined Contribution Pension Plans (Topic 952): *Reporting Loans to Participants by Defined Contribution Pension Plans*, which provides guidance on how loans to participants should be classified and measured by defined contribution plans. That guidance requires participant loans to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. The Plan adopted this new guidance in its December 31, 2010 financial statements and has reclassified participant loans of approximately \$111,000 for the year ended December 31, 2009 from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Reclassification

Certain amounts in prior year's financial statements have been reclassified to conform to the current year's presentations. The Plan's pooled separate accounts have been reclassified from Level 1 investments to Level 2 investments.

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, John Hancock Life Insurance Company USA, the custodian of the Plan, has certified that the following data included in the financial statements and supplemental schedule is complete and accurate.

- a. Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2010 and 2009, respectively.
- b. Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2010.
- c. Schedule H, Line 4i - Schedule of Assets (Held at End of Year), December 31, 2010.

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

NOTE D - INVESTMENTS

The fair value of individual investments that represent 5% or more of the Plan's net assets is as follows:

	December 31,	
	2010	2009
LS - Aggressive Fund	\$ 1,008,653	\$ 856,948
LS - Growth Fund	618,426	544,480
Money Market Fund	438,939	726,278
LS - Balanced Fund	328,874	277,144
500 Index Fund	319,333	256,578
Templeton Developing Markets Fund	260,889	128,517*
AF AM Balanced Fund	220,629	59,177*
Other investments individually representing less than 5%	856,538	779,738

* Less than 5%

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$440,241, all of which relate to the pooled separate accounts.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE E - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by John Hancock Life Insurance Company USA. John Hancock Life Insurance Company USA is a custodian as defined by the Plan and, therefore these transactions qualify as party-in-interest transactions. Fees paid by the Plan to John Hancock Life Insurance Company USA for administrative expenses were \$32,000 for the year ended December 31, 2010.

NOTE F - FAIR VALUE MEASUREMENTS

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

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

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

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.

Pooled Separate Accounts - Valued based on the observable net asset value of the underlying investments on the last day of the reporting period.

(continued)

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE F - FAIR VALUE MEASUREMENTS - Continued

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 estimate of fair value at the reporting date.

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts:				
Asset Allocation	\$ -	\$ 157,854	\$ -	\$ 157,854
Balanced Funds	-	328,874	-	328,874
Large Blend	-	2,236,066	-	2,236,066
Bond Funds	-	128,318	-	128,318
International Funds	-	361,977	-	361,977
Large Cap Funds	-	105,865	-	105,865
Mid Cap Funds	-	96,894	-	96,894
Small Cap Funds	-	197,494	-	197,494
Money Market	-	438,939	-	438,939
Total investments at fair value	<u>\$ -</u>	<u>\$ 4,052,281</u>	<u>\$ -</u>	<u>\$ 4,052,281</u>

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts:				
Asset Allocation	\$ -	\$ 59,686	\$ -	\$ 59,686
Balanced Funds	-	277,144	-	277,144
Large Blend	-	1,770,287	-	1,770,287
Bond Funds	-	157,683	-	157,683
International Funds	-	207,728	-	207,728
Large Cap Funds	-	113,022	-	113,022
Mid Cap Funds	-	95,271	-	95,271
Small Cap Funds	-	34,067	-	34,067
Money Market	-	726,278	-	726,278
Total investments at fair value	<u>\$ -</u>	<u>\$ 3,441,166</u>	<u>\$ -</u>	<u>\$ 3,441,166</u>

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE G - TAX STATUS

The Plan obtained its latest determination letter on March 31, 2008 in which the Internal Revenue Service stated that the Plan as then designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

NOTE H - PLAN TERMINATION

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

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	<u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 4,181,039	\$ 3,577,958
Less: Employee contributions receivable	9,658	-
Less: Employer contributions receivable	3,395	-
Less: Other liabilities included in Form 5500	<u>3,699</u>	<u>490</u>
Net assets available for benefits per the Form 5500	<u>\$ 4,164,287</u>	<u>\$ 3,577,468</u>

(continued)

Worden Brothers, Inc. 401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - Continued

The following is a reconciliation of total contributions per the financial statements to Form 5500:

	Year ended December 31, 2010
Total contributions per the financial statements	\$ 231,466
Add: Forfeitures from terminated participants from Form 5500	4,724
Less: Contributions due at end of 2010 Plan year	<u>(13,053)</u>
Total contributions per Form 5500	<u>\$ 223,137</u>

The following are reconciliations of changes in net assets per the financial statements to the Form 5500 for the year ended December 31, 2010:

Total benefits paid to participants per the financial statements	\$ 42,952
Plus forfeitures from terminated participants from Form 5500	<u>4,724</u>
Total benefits paid to participants per the Form 5500	<u>\$ 47,676</u>

NOTE J - SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2010 financial statements for subsequent events through September 28, 2011, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Worden Brothers, Inc. 401(k) Profit Sharing Plan

**SCHEDULE H, LINE 4(i) -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

December 31, 2010

<u>(a)</u>	<u>(b)</u> <u>Identity of Issuer</u>	<u>(c)</u> <u>Description of Investment</u>	<u>(d)</u> <u>Cost</u>	<u>(e)</u> <u>Current Value</u>
	Investment contract with John Hancock Life Insurance Company, #64440:			
*	Lifestyle Aggressive Fund	Pooled Separate Account	**	\$ 1,008,653
*	Money Market Fund	Pooled Separate Account	**	438,939
*	Lifestyle Growth Fund	Pooled Separate Account	**	618,426
*	Lifestyle Balanced Fund	Pooled Separate Account	**	328,874
*	500 Index Fund	Pooled Separate Account	**	319,333
*	Templeton Developing Markets Fund	Pooled Separate Account	**	260,889
*	Short-Term Federal Fund	Pooled Separate Account	**	12,793
*	T Rowe Price Science & Technology Fund	Pooled Separate Account	**	58,617
*	AF AM Balanced Fund	Pooled Separate Account	**	220,629
*	JH American Century Vista Fund	Pooled Separate Account	**	22,889
*	Small Cap Growth Index	Pooled Separate Account	**	55,153
*	Mutual Discovery Fund	Pooled Separate Account	**	48,271
*	Mutual Beacon Fund	Pooled Separate Account	**	34,061
*	Davis New York Venture Fund	Pooled Separate Account	**	32,277
*	Blue Chip Growth Fund	Pooled Separate Account	**	36,748
*	JH Lifecycle Fund - 2045 Portfolio	Pooled Separate Account	**	40,954
*	Franklin Balanced Sheet Investment Fund	Pooled Separate Account	**	30,221
*	Templeton World Fund	Pooled Separate Account	**	24,724
*	High Yield Fund	Pooled Separate Account	**	24,030
*	Mid Cap Stock Fund	Pooled Separate Account	**	27,610
*	Lifestyle Moderate Fund	Pooled Separate Account	**	20,138
*	Excelsior Value & Restructuring Fund	Pooled Separate Account	**	11,961
*	Domini Social Fund	Pooled Separate Account	**	13,207
*	American Funds EuroPacific	Pooled Separate Account	**	12,469
*	T Rowe Price Spectrum Income Fund	Pooled Separate Account	**	6,152
*	Dreyfus Structured Mid Cap	Pooled Separate Account	**	-
*	Total Return Fund	Pooled Separate Account	**	72,135
*	Oppenheimer Global	Pooled Separate Account	**	7,131
*	JH Lifecycle Fund - 2040 Portfolio	Pooled Separate Account	**	7,392
*	International Opportunities Fund	Pooled Separate Account	**	4,863
*	JH Lifecycle Fund - 2020 Portfolio	Pooled Separate Account	**	5,462
*	Jennison Growth	Pooled Separate Account	**	-
*	Lifestyle Conservative Fund	Pooled Separate Account	**	79,132
*	VS International Value Fund	Pooled Separate Account	**	3,631
*	JH Lifecycle Fund - 2025 Portfolio	Pooled Separate Account	**	2,310
*	Capital Appreciation Fund	Pooled Separate Account	**	1,226
*	JH Lifecycle Fund - 2035 Portfolio	Pooled Separate Account	**	725
*	JH Lifecycle Fund - 2010 Portfolio	Pooled Separate Account	**	866
*	JH Lifecycle Fund - 2030 Portfolio	Pooled Separate Account	**	875

(continued)

Worden Brothers, Inc. 401(k) Profit Sharing Plan

SCHEDULE H, LINE 4(i) -
SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

December 31, 2010

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Investment contract with John Hancock Life Insurance Company, #64440 (continued):			
*	VS Quantitative AC Fund	Pooled Separate Account	**	\$ 597
*	Small Growth Fund	Pooled Separate Account	**	54
*	Royce Opportunity Fund	Pooled Separate Account	**	137
	Small Cap Value Fund	Pooled Separate Account	**	78,742
	Small Cap Opportunities Fund	Pooled Separate Account	**	63,408
	Mid Cap Index Fund	Pooled Separate Account	**	15,577
*	Participant Loans	Loans interest rates ranging from 4.25% to 7%		<u>110,067</u>
				<u>\$ 4,162,348</u>

* Represents a Party-in-interest

** Not applicable as the Plan is participant directed

Schedule of Assets Held for Investment Purposes At End of Year
Schedule H, Line 4i

Employer: Worden Brothers, Inc.
 EIN: 56-1706915
 Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Indentity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	LC 2010	Pooled Account		866
	LC 2020	Pooled Account		5462
	LC 2025	Pooled Account		2310
	LC 2030	Pooled Account		875
	LC 2035	Pooled Account		725
	LC 2040	Pooled Account		7392
	LC 2045	Pooled Account		40954
	LS - Conservative Fund	Pooled Account		79132
	LS - Moderate Fund	Pooled Account		20139
	LS - Balanced Fund	Pooled Account		328874
	LS - Growth Fund	Pooled Account		618426
	LS - Aggressive Fund	Pooled Account		1008653
	Short Term Government Fund	Pooled Account		12793
	Total Return Fund	Pooled Account		72135
	Spectrum I Fund	Pooled Account		6152
	High Yield Fund	Pooled Account		24030
	AF AM Balanced Fund	Pooled Account		220629
	NY Venture Fund	Pooled Account		32277
	Beacon Fund	Pooled Account		34061
	Balance Sheet Fund	Pooled Account		30221
	Discovery Fund	Pooled Account		48271
	Domini Social Fund	Pooled Account		13207
	Value & Restructuring Fund	Pooled Account		11961
	World Fund	Pooled Account		24724
	Global Fund	Pooled Account		7131
	Europac Fund	Pooled Account		12469
	Small Opportunities Fund	Pooled Account		63408
	Index Mid Fund	Pooled Account		15577
	Vista Fund	Pooled Account		22889
	Small Cap Growth Income Fund	Pooled Account		55153
	Opportunity Fund	Pooled Account		137
	Small Growth Fund	Pooled Account		54
	Developing Markets	Pooled Account		260889
	Science & Technology Fund	Pooled Account		58617

Schedule of Assets Held for Investment Purposes At End of Year
Schedule H, Line 4i

Employer: Worden Brothers, Inc.
 EIN: 56-1706915
 Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Money Fund	Pooled Account		438939
	VS Small Value Fund	Pooled Account		78742
	VS Capital Appreciation Fund	Pooled Account		1226
	500 Index Fund	Pooled Account		319333
	VS Blue Chip Fund	Pooled Account		36748
	Optimized All Cap Fund	Pooled Account		597
	VS International Value Fund	Pooled Account		3631
	VS Mid Cap Stock Fund	Pooled Account		27610
	VS International Opportunity Fund	Pooled Account		4863
	Participant Loans	variable maturity dates and interest rates		110067