Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CAPITAL CITIES LEASING 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

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

34 GRANGE ROAD
PO BOX 8
WEST SAND LAKE, NY 12196

2b Employer Identification Number (EIN)
14-1504271

2c Sponsor's telephone number
518-674-2893

2d Business code (see instructions)
532400

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2011	ANDREW CLEMENTE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2011	ANDREW CLEMENTE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

CAPITAL CITIES LEASING, INC.

34 GRANGE ROAD
PO BOX 8
WEST SAND LAKE, NY 12196

3b Administrator's EIN
14-1504271

3c Administrator's telephone number
518-674-2893

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	138
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**	125
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	11
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	136
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	136
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	94
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 2K 3D 3H 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
CAPITAL CITIES LEASING 401(K) PLAN		001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
CAPITAL CITIES LEASING, INC.	14-1504271

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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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)

NATIONWIDE TRUST COMPANY

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-1592130

(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 64	NONE	28794	Yes [X] No [ ]	Yes [ ] No [X]	12004	Yes [ ] No [X]

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

WELLS FARGO ADVISORS, LLC

401 S TRYON STREET 19TH FLOOR
CHARLOTTE, NC 28288-1207

41-0449260

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	16152	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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
NATIONWIDE TRUST COMPANY	15 64	1578

(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.
EAGLE FAMILY OF FUNDS 880 CARILLON PARKWAY ST PETERSBURGH, FL 33733 59-3472973	MUTUAL FUND PAYMENTS FOR RECORD KEEPING SERVICES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE TRUST COMPANY	15 64	1152

(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.
VAN KAMPEN 1555 PEACHTREE STREET N.E. SUITE 1800 ATLANTA, GA 30309 98-0557567	MUTUAL FUND PAYMENTS FOR RECORD KEEPING SERVICES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
WELLS FARGO ADVISORS, LLC	33 71	16153

(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.
NATIONWIDE TRUST COMPANY ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 31-1592130	BROKER AND BROKERAGE COMPANY COMISSIONS AND FEES

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
NATIONWIDE TRUST COMPANY	15 64	3994

(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.
NATIONWIDE FUNDS GROUP ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 31-1592130	MUTUAL FUND PAYMENTS FOR RECORD KEEPING SERVICES

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
CAPITAL CITIES LEASING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAPITAL CITIES LEASING, INC.

D Employer Identification Number (EIN)
14-1504271

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	10044	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1795	1933
(2) Participant contributions	1b(2)	3995	4282
(3) Other	1b(3)	1130	1800
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	62897	75601
(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)	120597	192304
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3721714	4543009
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3922172	4818929
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3922172	4818929

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	148260	
	(B) Participants	2a(1)(B)	322711	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		470971
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)	10302	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10302
	(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)	87009	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		87009
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		433750
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1002032
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	104345	
(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)		104345
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	930	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		930
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		105275
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		896757
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: BUCKLEY GENT MACDONALD & CARY, P.C. (2) EIN: 14-1744775

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		400000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
CAPITAL CITIES LEASING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAPITAL CITIES LEASING, INC.

D Employer Identification Number (EIN)
14-1504271

Part I Distributions

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

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

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

EIN(s): 31-1592130

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BUCKLEY GENT MACDONALD & CARY, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

October 10, 2011

Plan Trustees of the Capital Cities Leasing, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits as of December 31, 2010 and the related statements of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule H, line 4i - statement of assets held for investments at December 31, 2010 of the Capital Cities Leasing, Inc. 401(k) Plan (the Plan). These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of Capital Cities Leasing, Inc 401(k) 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 ("ERISA"), 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 Nationwide Trust Company, the custodian of the Plan. Their report dated September 16, 2010, indicated that because of the significance of the information they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, 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 6, which was certified by Nationwide Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedule. The Plan administrator has informed us that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2010, that the information provided to the Plan administrator by the custodian is complete and accurate.

As described in note 2, these financial statements and supplemental schedule were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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 generally accepted auditing standards 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.

Buckley Gent MacDonald & Cary, P.C.
Certified Public Accountants

100 GREAT OAKS BLVD, SUITE 121 ▲ ALBANY, NEW YORK 12203 ▲ (518) 437-0430 ▲ FAX (518) 437-1157 ▲ bgmccpa.com

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	2010 This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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
Capital Cities Leasing 401(k) Plan

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 01/01/1992

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
Capital Cities Leasing, Inc.

34 Grange Road
PO Box 8
US West Sand Lake NY 12196

2b Employer Identification Number (EIN) 14-1504271

2c Sponsor's telephone number (518) 674-2893

2d Business code (see instructions) 532400

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	Andrew E Clemente Jr	10/11/11	ANDREW CLEMENTE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Andrew E Clemente Jr	10/11/11	ANDREW CLEMENTE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") Same	**3b** Administrator's EIN **3c** Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN **4c** PN

5 Total number of participants at the beginning of the plan year	**5**	138
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**	125
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	11
d Subtotal. Add lines **6a, 6b** and **6c**	**6d**	136
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	136
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	94
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 2K 3D 3H 2T

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

9a Plan funding arrangement (check all that apply)	**9b** Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(4) [ ] General assets of the sponsor

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

a Pension Schedules	**b** General Schedules
(1) [X] **R** (Retirement Plan Information)	(1) [X] **H** (Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] **I** (Financial Information - Small Plan)
	(3) [ ] ____ **A** (Insurance Information)
	(4) [X] **C** (Service Provider Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ] **D** (DFE/Participating Plan Information)
	(6) [ ] **G** (Financial Transaction Information)

CAPITAL CITIES LEASING, INC.
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

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* Refers to schedule in Form 5500 (Annual Return/Report of Employee Benefit Plan) for the year ended December 31, 2010.

BUCKLEY GENT MACDONALD & CARY, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

October 10, 2011

Plan Trustees of the Capital Cities Leasing, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits as of December 31, 2010 and the related statements of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule H, line 4i - statement of assets held for investments at December 31, 2010 of the Capital Cities Leasing, Inc. 401(k) Plan (the Plan). These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of Capital Cities Leasing, Inc 401(k) 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 ("ERISA"), 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 Nationwide Trust Company, the custodian of the Plan. Their report dated September 16, 2010, indicated that because of the significance of the information they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, 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 6, which was certified by Nationwide Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedule. The Plan administrator has informed us that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2010, that the information provided to the Plan administrator by the custodian is complete and accurate.

As described in note 2, these financial statements and supplemental schedule were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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 generally accepted auditing standards 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.

Buckley Gent MacDonald & Cary, P.C.
Certified Public Accountants

100 GREAT OAKS BLVD, SUITE 121 ▲ ALBANY, NEW YORK 12203 ▲ (518) 437-0430 ▲ FAX (518) 437-1157 ▲ bgmccpa.com

CAPITAL CITIES LEASING, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2010 AND 2009

Assets	2010	2009
Cash and cash equivalents	$ -	$ 72,941
Mutual funds	4,618,610	3,721,714
Participant notes receivable	194,104	121,727
Net assets available for benefits	$ 4,812,714	$ 3,916,382

See accompanying notes to financial statements.

CAPITAL CITIES LEASING, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
Investment income		
Net appreciation in fair value of investments	$ 425,514	$ 607,044
Interest and dividend income	95,241	85,558
Interest on participant loans	10,302	9,477
Employee contributions	322,424	274,019
	853,481	976,098
Less investment expenses	930	1,985
	852,551	974,113
Employer contribution	148,126	113,827
Total	1,000,677	1,087,940
Benefits paid to participants	104,345	39,685
Net increase	896,332	1,048,255
Net assets available for benefits:		
Beginning of year	3,916,382	2,868,127
End of year	$ 4,812,714	$ 3,916,382

See accompanying notes to financial statements.

CAPITAL CITIES LEASING, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

---

1. DESCRIPTION OF PLAN

The following description of the Capital Cities Leasing 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution savings plan covering all non-union employees of Capital Cities Leasing, Inc. and the other members of a controlled group consisting of Bonded Concrete, Inc., Troy Sand and Gravel Co., Inc. and Certified Road Constructors, Inc., d/b/a Material Sand and Gravel. Employees are eligible to participate upon completion of three months of service. The Plan is subject to the provisions of the Employee Retirement income Security Act of 1974 (ERISA).

Contributions

The Plan's provisions allow employees to contribute a maximum of 15% of compensation (subject to a maximum of $16,500 for 2010 and 2009). Matching contributions by the employers are discretionary each plan year. Employers made matching contributions of fifty percent of electing deferrals up to 8% of compensation for the years ended December 31, 2010 and 2009. Participants direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution, the employer's matching contribution and an allocation of plan earnings and charged with an allocation of investment expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment earnings and gains or losses are posted to participant accounts on a daily basis based on actual investments held by the participants.

Vesting

Participants are immediately vested in their contribution plus earnings thereon. Employer contributions are vested based upon a six year graduated schedule as follows:

Years of Service	Vesting
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Notwithstanding the vesting schedule above, all participants shall be 100% vested when they attain age 65.

1. DESCRIPTION OF PLAN (CONTINUED)

Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer contributions in any of the following investment options:

Capital Income Builder R5	Mfs Research Bond Fd A
Growth Fund of America R5	Nationwide Inv Dest Aggr Sc
Alger Cap App Inst I	Nationwide Inv Dest Conservative
Alger Midcap Growth Inst	Nationwide Inv Dest Mod Aggres
Black Rock Equity Div	Nationwide Inv Dest Mod Cons
EV Dividend Bldr	Nationwide Invest Moderate Svc
Amcent Vis Inst	Nationwide Money Mkt Fd Ic
Baron Partners Fund	Neu Ber Partners Fd Tc
Buf Small Cap	Neu Ber Small Cap Growth
Dodge Cox Intl Stock	Neuber Real Est Fund
Eagle Series Midcap Stk	Pioneer High Yield Fd A
Franklin Strat Income Fd A	Rdgwrth Smcap Growth Stk
Gdmnscs Govt Income Fd A	Rdgwrth Smcap Val Eql Stk Fd
Heartland Value	Thornburg Intl Value Fund I
Heartland Value Plus	Van Kampen Gl Franchise Fd A
Ivy Asset Strategy	Van Kampen Equity & Inc A
Janus Adv Intl Grw	Vanguard Intm-term Ustrs
John Hancock Large Cap Eq	Wfa Prec Mtls

Participants may change their investment options at any time during the year.

Participant Notes Receivable

Participants may borrow from their accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loans are generally repayable over a period of one to five years, however, if the loan is for the purchase of the participant's principal residence, the term of the loan can be up to ten years. The loans are collateralized by the balance in the participant's account. The loans bear a reasonable rate of interest. Interest rates on existing loans range from 4.75% to 11%. Principal and interest is paid ratably through weekly payroll deductions.

Payments of Benefits

On termination of employment, death, disability or retirement, participants may receive either a lump sum distribution, installment payment or a life sum annuity equal to the value of their account.

Participants who have attained age 59 and 1/2 will be permitted to withdraw the vested portion of their employer account balances while still employed by the employer.

1. DESCRIPTION OF PLAN (CONTINUED)

Termination

Although they have not expressed any interest to do so, the Plan sponsors have the right, under the Plan, to terminate the Plan subject to the provisions of ERISA.

Upon Plan termination, participant accrued benefits will become 100% vested. This Plan is not insured by the Pension Benefit Guaranty Corporation (PBGC).

Forfeitures

Upon participant termination, any nonvested employer contributions are forfeited by the employee. Forfeitures for the years ended December 31, 2010 and 2009 totaled $9,471 and $110, respectively, and were deposited into a holding account. Such forfeitures are available to pay plan expenses and reduce future employer contributions to the Plan.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared using the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. Contributions have been accounted for as cash is received and withdrawals and expenses have been accounted for as cash is paid.

Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares in mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the cash basis. The Plan presents in the statement of changes in net assets the net appreciation (depreciation) in the fair value of investments, which consists of realized gains or losses and unrealized appreciation (depreciation) on these investments.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value Measurement of Financial Instruments

Generally accepted accounting principles has established a framework for measuring fair value. That framework provides for a fair value hierarchy that prioritizes the inputs in valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The asset or liability fair value measurement level within the 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. The following is a description of the valuation methodologies used at December 31, 2010 and 2009.

Investments are traded on the stock market and are valued at their adjusted unit values on the last business day of each fiscal year and are valued using level 1 inputs based on unadjusted quoted market prices within active markets. Purchase and sale transactions of the mutual funds are recorded on a trade-date basis. Participant loans are valued at amortized cost (level 3), which approximates fair value.

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 methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fair values of assets measured on a recurring basis at December 31, 2010 are as follows:

	Total Fair Value	Level 1	Level 2	Level 3
December 31, 2010				
Mutual funds	$ 4,618,610	$ 4,618,610	$ -	$ -
Participant loans	194,104	-	-	194,104
Total Assets at Fair Value	$ 4,812,714	$ 4,618,610	$ -	$ 194,104

Fair values of assets measured on a recurring basis at December 31, 2009 are as follows:

	Total Fair Value	Level 1	Level 2	Level 3
December 31, 2009				
Mutual funds	$ 3,721,714	$ 3,721,714	$ -	$ -
Participant loans	121,727	-	-	121,727
Total Assets at Fair Value	$ 3,843,441	$ 3,721,714	$ -	$ 121,727

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

	Participant Loans
Balance, beginning of year	$ 121,727
Loans advanced/collected (net)	72,377
Balance, end of year	$ 194,104

Payments of Benefits

Benefits are recorded when paid.

Plan Expenses

Investment expenses and loan transaction fees are paid by the Plan participants. Administrative expenses for the Plan's audit are paid directly by the Plan sponsor.

Presentation

Certain prior period amounts have been reclassified to conform with current presentation.

3. INVESTMENTS

The Plan investments are subject to market price fluctuations. The Plan provides a variety of investment funds with diversified portfolios sponsored by Nationwide Trust Company. The Plan's investments at December 31 are as follows:

	2010
Capital Income Builder R5	$ 228,680
Growth Fund of America R5*	314,017
Alger Cap App Inst I	14,718
Alger Midcap Growth Inst	3,709
Black Rock Equity Div*	279,329
EV Dividend Bldr	7,670
Am Cent Vista	3,564
Baron Partners Fund	63,244
Buf Small Cap	9,870
John Hancock Large Cap Equity	4,623
Dodge Cox Intl Stock	53,344
Eagle Series Midcap Stk*	492,875
Franklin Strat Income Fd A	220,214
Gdmnscs Govt Income Fd A	134,299
Heartland Value	9,064
Heartland Value Plus	6,114
Ivy Asset Strategy	74,123
Janus Adv Intl Grw	3,884
Mfs Research Bond Fd A*	248,379
Nationwide Inv Dest Aggr Sc	134,606
Nationwide Inv Dest Conservative	16,886
Nationwide Inv Dest Mod Aggr Sc*	627,823
Nationwide Inv Dest Mod Consrv	4,588
Nationwide Inv Dest Mod Sc*	361,844
Nationwide Money Mkt Fd Ic	75,601
Neu Ber partners Fd Tc	25,001
Neu Ber Small Cap Growth	5,413
Neuber Real Est Fund	2,051
Pioneer High yield Fd A	88,877
Rdgwrth Smcap Growth Stk	8,237
Rdgwrth Smcap Val Eql Stk Fd*	291,933
Thornburg Intl Value Fund I	1,502
Van Kamp Gl Franchise Fd A*	591,626
Van Kampen Equity & Inc A	154,237
Vanguard Intm-term Ustrs	5,090
Wfa Precious Metals	51,575
Total	$ 4,618,610

* Represents 5% or more of Plan Assets

3. INVESTMENTS (CONTINUED)

Investment Income

	2010	2009
Net appreciation (depreciation) in fair value of investments in Registered Investment Companies	$ 425,514	$ 607,044
Interest	95,241	85,558
Total	$ 520,755	$ 692,602

4. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Plan sponsor by letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter, however, the Plan sponsor believes the Plan, as amended, continues to qualify and operate in accordance with applicable provisions of the IRC.

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Form 5500:

	2010	2009
Net assets available for benefits per the financial statements	$ 4,812,714	$ 3,916,382
Receivables	6,215	5,790
Net assets available for benefits per the Form 5500	$ 4,818,929	$ 3,922,172

The following is a reconciliation of contributions per the financial statements for the years ended December 31 to Form 5500:

	2010	2009
Contributions per the financial statements	$ 470,550	$ 387,846
Add: Contributions receivable at end of year	6,215	5,790
Less: Contributions receivable at beginning of year	(5,790)	(4,594)
Contributions per the Form 5500	$ 470,975	$ 389,042

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of participant notes receivable per the financial statements at December 31 to Form 5500:

	2010	2009
Participant notes receivable per the financial statements	$ 194,104	$ 121,727
Less: Unapplied note repayments	1,800	1,130
Participant notes receivable per the Form 5500	$ 192,304	$ 120,597

The financial statements were prepared using the modified cash basis. The Form 5500 was prepared on the accrual basis.

6. INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian, Nationwide Trust Company (Nationwide) has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

	2010	2009
Investments at fair value:		
Mutual Funds	$ 4,618,610	$ 3,721,714

7. RISKS AND UNCERTAINTIES

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

8. PARTIES-IN-INTEREST

The following organizations are considered parties-in-interest based upon services they provide to the Plan:

Capital Cities Leasing, Inc - Plan Sponsor
Bonded Concrete, Inc. - Controlled Group Member
Troy Sand & Gravel Co., Inc. - Controlled Group Member
Certified Road Constructors, Inc., d/b/a Material Sand & Gravel - Controlled Group Member
Buckley Gent MacDonald & Cary, PC -Plan Audit Firm
Creative Pension Consultants, Inc - Third Party Administrator
Nationwide Trust Company - Asset Custodian

For the year ended December 31, 2010 there were no prohibited transactions between either the related parties and the Plan or the parties-in-interest.

9. SUBSEQUENT EVENTS

Management has evaluated all subsequent events through October 10, 2011, which is the date the financial statements were available to be issued, and have determined that there are no subsequent events that require recording or disclosure.

CAPITAL CITIES LEASING, INC. 401(K) PLAN
SCHEDULE OF ASSETS HELD (AT END OF YEAR)
DECEMBER 31, 2010

	Name of Plan Sponsor: Capital Cities Leasing, Inc.			
	Name of Plan: Capital Cities Leasiing 401(k) Plan			
	EIN: 14-1504271			
	Plan Number: 001			
(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUE	**DESCRIPTION OF INVESTMENT**	**COST**	**CURRENT VALUE**
	Capital Income Builder R5 - 4,581 Units	Mutual Fund	188,805	228,680
	Growth Fund of America R5 - 10,333 Units	Mutual Fund	241,746	314,017
	Alger Cap App Inst I - 711 Units	Mutual Fund	11,767	14,718
	Alger Midcap Gr Inst - 261 Units	Mutual Fund	2,919	3,709
	Black Rock Equity Div - 15,943 Units	Mutual Fund	216,360	279,329
	EV Dividend Bldr - 763 Units	Mutual Fund	6,935	7,670
	American Century Vista Fd Cl - 207 Units	Mutual Fund	2,919	3,564
	Baron Partners Fund - 3,075 Units	Mutual Fund	53,853	63,244
	Buf Small Cap Fd - 377 Units	Mutual Fund	8,888	9,870
	Dodge Cox Intl Stock Fd - 1,494 Units	Mutual Fund	53,330	53,344
	John Hancock Large Cap Equity - 178 Units	Mutual Fund	4,108	4,623
	Eagle Series MidCap Stock - 17,877 Units	Mutual Fund	402,186	492,875
	Franklin Strat Income Fd A - 21,134 Units	Mutual Fund	176,118	220,214
	Gdmnscs Govt Income fd A - 8,959 Units	Mutual Fund	116,273	134,299
	Heartland Value - 207 Units	Mutual Fund	8,888	9,064
	Haertland Value Plus - 205 Units	Mutual Fund	5,144	6,114
	Ivy Asset Strategy Fd Cl Y - 3,032 Units	Mutual Fund	61,036	74,123
	Janus Overseas - 77 Units	Mutual Fund	2,957	3,884
	Mfs Research Bond fd A - 23,791 Units	Mutual Fund	202,121	248,379
*	Nationwide Inv Dest Aggr Sc - 15,725 Units	Mutual Fund	122,075	134,606
*	Nationwide Inv Dest Cnsrv Sc - 1,656,Units	Mutual Fund	15,758	16,886
*	Nationwide Inv Dest Mod Aggr Sc - 68,840 Units	Mutual Fund	542,835	627,823
*	Nationwide Inv Dest Mod Consrv Sc - 457 Units	Mutual Fund	4,374	4,588
*	Nationwide Inv Dest Mod Sc - 38,535 Units	Mutual Fund	322,457	361,844
*	Nationwide Money Market Inst - 68,444 Units	Mutual Fund	74,831	75,601
	Neu Ber Partners Fd Tc - 1,182 Units	Mutual Fund	24,048	25,001
	Neu Ber Small Cap Growth - 278 Units	Mutual Fund	4,378	5,413
	Neuber Real Est Trust - 181 Units	Mutual Fund	1,459	2,051
	Pioneer High Yield Fd A - 8,748 Units	Mutual Fund	72,687	88,877
	Rdgwrth Growth Sm Cap Gr Stock - 535 Units	Mutual Fund	8,888	8,237
	Rdgwrth Growth Sm Cap Val Eq I Stock - 21,293 Units	Mutual Fund	197,618	291,933
	Thornburg Intl Value Fund I - 52 Units	Mutual Fund	1,350	1,502
	Van Kamp Glbl Franchise Fd A - 27,441 Units	Mutual Fund	462,599	591,626
	Van Kampen Equity & Inc A - 17,955 Units	Mutual Fund	127,872	154,237
	Vanguard Intrm-Term Ustrs - 449 Units	Mutual Fund	4,858	5,090
	Wfa Precious Metals - 586 Units	Mutual Fund	42,197	51,575
	Participant Notes Receivable	Participant Notes	-	194,104
	Interest rates (4.75%-11%)			
			3,796,637	4,812,714
	* indicates party-in-interest as defined by the Employee Retirement Income Security Act of 1974.			

CAPITAL CITIES LEASING, INC. 401(K) PLAN
SCHEDULE OF ASSETS HELD (AT END OF YEAR)
DECEMBER 31, 2010

	Name of Plan Sponsor: Capital Cities Leasing, Inc.			
	Name of Plan: Capital Cities Leasiing 401(k) Plan			
	EIN: 14-1504271			
	Plan Number: 001			
(a)	(b)	(c)	(d)	(e)
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	Dodge Cox Intl Stock Fd - 1,494 Units	Mutual Fund	53,330	53,344
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*	Nationwide Inv Dest Mod Aggr Sc - 68,840 Units	Mutual Fund	542,835	627,823
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	Neuber Real Est Trust - 181 Units	Mutual Fund	1,459	2,051
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	Rdgwrth Growth Sm Cap Gr Stock - 535 Units	Mutual Fund	8,888	8,237
	Rdgwrth Growth Sm Cap Val Eq I Stock - 21,293 Units	Mutual Fund	197,618	291,933
	Thornburg Intl Value Fund I - 52 Units	Mutual Fund	1,350	1,502
	Van Kamp Glbl Franchise Fd A - 27,441 Units	Mutual Fund	462,599	591,626
	Van Kampen Equity & Inc A - 17,955 Units	Mutual Fund	127,872	154,237
	Vanguard Intrm-Term Ustrs - 449 Units	Mutual Fund	4,858	5,090
	Wfa Precious Metals - 586 Units	Mutual Fund	42,197	51,575
	Participant Notes Receivable	Participant Notes	-	194,104
	Interest rates (4.75%-11%)			
			3,796,637	4,812,714
	* indicates party-in-interest as defined by the Employee Retirement Income Security Act of 1974.			

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

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

Name of plan

Capital Cities Leasing 401(k) Plan

Employer Identification Number

14-1504271

Three-digit plan number ► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	CAPITAL INCOME BUILDER R5	MUTUAL FUND		228,680
	GROWTH FUND OF AMERICA R5	MUTUAL FUND		314,017
	ALGER CAP APP INST I	MUTUAL FUND		14,718
	ALGER MIDCAP GROWTH INST	MUTUAL FUND		3,709
	BLACKROCK EQUITY DIV	MUTUAL FUND		279,329
	EV DIVIDEND BLDR	MUTUAL FUND		7,670
	AMERICAN CENTURY VISTA	MUTUAL FUND		3,564
	BARON PARTNERS	MUTUAL FUND		63,244
	BUF SMALL CAP	MUTUAL FUND		9,870
	DODGE COX INTL STOCK	MUTUAL FUND		53,344
	EAGLE SERIES MDCAP STK	MUTUAL FUND		492,875
	FRANKLIN STRAT INCOME	MUTUAL FUND		220,215
	GOLDMAN SACS GOVT INCOME	MUTUAL FUND		134,299
	HEARTLAND VALUE	MUTUAL FUND		9,064
	HEARTLAND VALUE PLUS	MUTUAL FUND		6,114
	WR IVY ASSET STRATEGY	MUTUAL FUND		74,123
	JANUS OVERSEAS S	MUTUAL FUND		3,884
	MFS RESEARCH BOND	MUTUAL FUND		248,379
*	NW INV DEST AGGR	MUTUAL FUND		134,606
*	NW INV DEST CONSERVATIVE	MUTUAL FUND		16,886
*	NW INV DEST MOD AGGR	MUTUAL FUND		627,823
*	NW INV DEST MOD	MUTUAL FUND		361,844
*	NW MONEY MARKET INST	MUTUAL FUND		75,601
	NEU BERG PARTNERS	MUTUAL FUND		25,001
	NEU BERG SMCAP GRW	MUTUAL FUND		5,413
	NUEBER REAL EST FUND	MUTUAL FUND		2,051
	PIONEER HIGH YIELD	MUTUAL FUND		88,877
	RDGWRTH SM CAP GR STK	MUTUAL FUND		8,237
	INVSCO VAN KAMPEN GL FRANCHISE	MUTUAL FUND		591,626
	INVSCO VAN KAMPEN EQUITY & INC	MUTUAL FUND		154,237
	VANGUARD INTM-TRM USTRS	MUTUAL FUND		5,090
	WFA PREC METALS	MUTUAL FUND		51,575
*	NW INV DEST MOD CONSERVATIVE	MUTUAL FUND		4,587
	RDGWRTH SMALL CAP VAL EQ	MUTUAL FUND		291,933
	THORNBURGH INTL VALUE	MUTUAL FUND		1,502
	JNHNCK LGCAP Equity A	MUTUAL FUND		4,623
	PARTICIPANT LOANS	RATE OF INTEREST 4.75% - 11%		192,304