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
GREAT LAKES ORTHODONTICS, LTD. 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

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.)
GREAT LAKES ORTHODONTICS, LTD.

200 COOPER AVE.
TONAWANDA, NY 14150

200 COOPER AVE.
TONAWANDA, NY 14150

2b Employer Identification Number (EIN)
16-0991250

2c Sponsor's telephone number
716-871-1161

2d Business code (see instructions)
621399

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	JOHN DENBESTE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

200 COOPER AVE.
TONAWANDA, NY 14150

3b Administrator's EIN
16-0991250

3c Administrator's telephone number
716-871-1161

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**	216
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**	226
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	243
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	243
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	162
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2T 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)	X	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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)		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) ▶	
GREAT LAKES ORTHODONTICS, LTD. 401(K) SAVINGS PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GREAT LAKES ORTHODONTICS, LTD.	16-0991250	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

MASS MUTUAL

04-1590850

(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?
22 23 27 73	OTHER SERVICES	5116	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	2088	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - BOSTON FINANCI 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE OPPORTUNITY S - BOSTON FINANC 04-2526037	0.45%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA SM CAP VAL INV - BOSTON FINANCI 04-2526037	0.40%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
GREAT LAKES ORTHODONTICS, LTD. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GREAT LAKES ORTHODONTICS, LTD.

D Employer Identification Number (EIN)
16-0991250

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	15050	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	105218	90866
(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)	187000	232557
(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)	4927946	6029198
(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	5235214	6352621
	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	5235214	6352621

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)		
	(B) Participants	2a(1)(B)	459559	
	(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)		459559
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	19	
	(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)	15055	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15074
	(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)	142435	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		142435
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		557577
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1174645
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	39675	
(2) To insurance carriers for the provision of benefits	2e(2)	6139	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		45814
f Corrective distributions (see instructions)	2f		9330
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)	2094	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2094
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		57238
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1117407
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: BROCK, SCHECHTER & POLAKOFF (2) EIN: 16-1007516

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
GREAT LAKES ORTHODONTICS, LTD. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GREAT LAKES ORTHODONTICS, LTD.

D Employer Identification Number (EIN)
16-0991250

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Great Lakes Orthodontics, Ltd.
401(k) Savings Plan

Financial Statements
December 31, 2010 and December 31, 2009

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BROCK, SCHECHTER & POLAKOFF, LLP
CERTIFIED PUBLIC ACCOUNTANTS • CONSULTANTS

Independent Auditors' Report

To the Trustees
Great Lakes Orthodontics, Ltd.
401(k) Savings Plan
Tonawanda, New York

We were engaged to audit the accompanying statements of net assets available for plan benefits - modified cash basis of the Great Lakes Orthodontics, Ltd. 401(k) Savings Plan as of December 31, 2010 and December 31, 2009 and the related statement of changes in net assets available for plan benefits - modified cash basis for the year ended December 31, 2010 and the supplemental schedule of assets (held at end of year) as of December 31, 2010. The financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, Great Lakes Orthodontics, Ltd. instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which is certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by Great Lakes Orthodontics, Ltd. that the trustee holds the Plan's investment assets and executes investment transactions. Great Lakes Orthodontics, Ltd. has obtained a certification from the trustee as of and for the years ended December 31, 2010 and December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. 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.

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

Brock Schechter & Polakoff, LLP

Buffalo, New York
October 7, 2011

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CPAMERICA INTERNATIONAL
Member of CPAmerica International

Statements of Net Assets Available for Plan Benefits
(Modified Cash Basis)
(All Participant Directed)

	December 31, 2010	December 31, 2009
Assets		
Interest-bearing cash	$ 90,866	$ 105,218
Participant contributions receivable	-	15,050
Notes receivable from participants	232,557	187,000
	232,557	202,050
Investments at Fidelity Management Trust Company		
Value in registered investment companies (at fair market value):		
American Beacon Large Cap Value Plan Ahead Class	97,925	75,467
Fidelity Capital Appreciation Fund	14,260	10,581
Fidelity Export and Multinational Fund	109,423	96,421
Fidelity Freedom 2000 Fund	48,515	45,052
Fidelity Freedom 2005 Fund	342	230
Fidelity Freedom 2010 Fund	689,680	579,742
Fidelity Freedom 2015 Fund	637,242	544,528
Fidelity Freedom 2020 Fund	1,082,722	840,100
Fidelity Freedom 2025 Fund	2,014,516	1,636,668
Fidelity Freedom 2030 Fund	176,627	197,993
Fidelity Freedom 2035 Fund	223,100	167,361
Fidelity Freedom 2040 Fund	100,669	36,802
Fidelity Freedom 2045 Fund	56,741	38,283
Fidelity Freedom 2050 Fund	3,312	30,898
Fidelity Freedom Income Fund	97,768	83,214
Fidelity International Discovery Fund	99,860	136,137
Fidelity Leveraged Company Stock Fund	193,497	155,623
Fidelity Total Bond Fund	161,442	112,624
Royce Opportunity Fund	82,616	62,479
Spartan US Equity Fund	40,118	65
Wells Fargo Advantage Small Cap Value Z	98,823	77,678
	6,029,198	4,927,946
Net assets available for plan benefits	$ 6,352,621	$ 5,235,214

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

Statement of Changes in Net Assets Available for Plan Benefits
(Modified Cash Basis)
(All Participant Directed)
For the Year Ended December 31, 2010

Net assets available for plan benefits, beginning of year	$ 5,235,214
Participant contributions	459,559
Notes receivable interest	15,055
Earnings on investments	
Interest income	19
Net income from registered investment companies	700,012
Total earnings on investments	700,031
Deductions	
Benefits paid to participants	(39,675)
Payments to insurance carriers for the provision of benefits	(6,139)
Corrective distribution	(9,330)
Administrative expenses	(2,094)
Total deductions	(57,238)
Net increase	1,117,407
Net assets available for plan benefits, end of year	$ 6,352,621

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

1. Description of the Plan

The following brief description of the Great Lakes Orthodontics, Ltd. 401(k) Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a defined contribution plan with a 401(k) feature, which became effective January 1, 1992. Participants are employees of the Plan Sponsor who have completed three months of service. There is no age requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is administered by Great Lakes Orthodontics, Ltd (the Plan Sponsor). Fidelity Management Trust Company is the Plan's record keeper and custodian of assets.

Participant Accounts

An account is maintained for each participant in the Plan. This account is credited with salary reduction contributions and with earnings as allocated. The account is reduced by the payment of benefits. Each participant is fully vested in his or her salary reduction account. Participants direct where their funds are to be invested.

Vesting

Each participant is fully vested in his or her salary reduction account.

Funding Policy

Participants may elect to make salary-reducing contributions to the Plan of up to 80 percent of compensation subject to IRS contribution limitations. Participants may also defer up to 100 percent of cash bonuses paid by the Plan Sponsor, subject to IRS limitations. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests. There is no employer matching contribution at the present time. The employer may make a discretionary profit sharing contribution; participants must be employees of the Plan Sponsor as of the last day of the year in order to be entitled to share in the profit sharing contribution.

Operating Expenses

Some administrative expenses are paid by the Plan, some by the Plan Sponsor.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. A participant may have no more than two loans outstanding at one time. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid weekly through payroll deductions.

Benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's account and is normally taken as a lump sum distribution. Benefits are provided for normal retirement at attained age of 65, or may be deferred if the participant continues in active service with the Plan Sponsor. Benefits are also provided upon permanent disability, specific hardship, attainment of age 59 1/2 and separation from service or death.

2. Summary of Accounting Policies

The Plan's policy is to prepare its financial statements on the modified cash basis of accounting; consequently, certain revenue is recognized when received rather than when earned, and certain expenses are recognized when cash is disbursed rather than when the obligation is incurred. Contributions are shown on the accrual basis of accounting. Benefits are recorded when paid.

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

Investments are stated at fair value as certified by the custodian of assets.

The Plan's investment options had allowed for funds under the investment contract to be allocated and applied to purchase life insurance contracts through Massachusetts Mutual Life Insurance Company. Massachusetts Mutual Life Insurance Company is obligated to pay the related benefits and, as such, these assets are excluded from the Plan's assets. Those employees who had already enrolled in life insurance coverage are allowed to allocate a portion of their contributions to life insurance contracts. Life insurance is no longer an investment option.

Use of Estimates
The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events
The Plan has evaluated for subsequent events through the date of the independent auditors' report, which is the date the financial statements were made available to be issued.

Reclassification
Certain reclassification have been made to the December 31, 2009 comparative total to conform to December 31, 2010 presentation.

3. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor reserves the right to terminate or revoke the Plan at any time. In the event of termination or partial termination, all participants affected shall have a fully vested and nonforfeitable right to the amount credited to their accounts at the date of such termination.

4. IRS Determination Letter

The Plan uses a prototype plan document sponsored by Fidelity Management & Research Co. Fidelity Management & Research Co. received an opinion letter from the Internal Revenue Service (IRS) dated October 9, 2003, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income tax has been included in the Plan's financial statements.

5. Income Taxes

The Plan has adopted accounting standards related to uncertain tax positions. Generally, the Plan's prior three tax years are open and subject to examination by the Internal Revenue Service. However, the Plan is not currently under audit, nor has the Plan been contacted by the Internal Revenue Service.

6. Party-In-Interest Transactions

Certain Plan investments are shares of pooled separate accounts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $2,094 for the year ended December 31, 2010.

7. Information Prepared and Certified by the Custodian of Assets (Unaudited)

The following information included in the accompanying financial statements and supplementary schedule for the years ended December 31, 2010 and December 31, 2009 was obtained from data that has been prepared and certified as complete and accurate by the custodian of assets.

	2010	2009
Investments at fair market value:		
Interest-bearing cash	$ 90,866	$ 105,218
American Beacon Large Cap Value Plan Ahead Class	97,925	75,467
Fidelity Capital Appreciation Fund	14,260	10,581
Fidelity Export and Multinational Fund	109,423	96,421
Fidelity Freedom 2000 Fund	48,515	45,052
Fidelity Freedom 2005 Fund	342	230
Fidelity Freedom 2010 Fund	689,680	579,742
Fidelity Freedom 2015 Fund	637,242	544,528
Fidelity Freedom 2020 Fund	1,082,722	840,100
Fidelity Freedom 2025 Fund	2,014,516	1,636,668
Fidelity Freedom 2030 Fund	176,627	197,993
Fidelity Freedom 2035 Fund	223,100	167,361
Fidelity Freedom 2040 Fund	100,669	36,802
Fidelity Freedom 2045 Fund	56,741	38,283
Fidelity Freedom 2050 Fund	3,312	30,898
Fidelity Freedom Income Fund	97,768	83,214
Fidelity International Discovery Fund	99,860	136,137
Fidelity Leveraged Company Stock Fund	193,497	155,623
Fidelity Total Bond Fund	161,442	112,624
Royce Opportunity Fund	82,616	62,479
Spartan US Equity Fund	40,118	65
Wells Fargo Advantage Small Cap Value Z	98,823	77,678
Investment earnings	$ 700,031	

8. 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 is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

9. Fair Value Measurement

Fair value is the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties. Fair value measurements are categorized into one of three levels based on the lowest level of significant input used: Level 1 (unadjusted quoted prices in active markets); Level 2 (observable market inputs available at the measurement date, other than quoted prices included in Level 1); and Level 3 (unobservable inputs that cannot be corroborated by observable market data).

Marketable securities utilizing Level 1 inputs include active exchange-traded index funds, as these securities all have quoted prices in active markets.

The following table presents information about our investments measured at fair value on a recurring basis as of December 31, 2010 and December 31, 2009, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair values:

	December 31, 2010		
	Quoted Prices in Active Markets (Level I)	Other Observable Inputs (Level II)	Unobservable Inputs (Level III)
Interest-bearing cash	$ 90,866	$ -	$ -
Registered investment companies - index funds	6,029,198	-	-
	$ 6,120,064	$ -	$ -

	December 31, 2009		
	Quoted Prices in Active Markets (Level I)	Other Observable Inputs (Level II)	Unobservable Inputs (Level III)
Interest-bearing cash	$ 105,218	$ -	$ -
Registered investment companies - index funds	4,927,946	-	-
	$ 5,033,164	$ -	$ -

There were no transfers of investments between Level 1 and Level 2 during the years ended December 31, 2010 and December 31, 2009.

10. Corrective Distributions

For the year ended December 31, 2010, the Plan's testing was completed in 2011. Based on the results of this test, it was determined that the plan had no excess contributions for the year ended December 31, 2010.

For the year ended December 31, 2009, the Plan's testing was completed in 2010. Based on the results of this test, it was determined that the Plan had excess contributions of $9,330. These excess contributions were refunded to plan participants in 2010.

Supplementary Information

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

Great Lakes Orthodontics, Ltd. 401(k) Savings Plan
EIN 16-0991250 Plan Number 002
For the Year Ended December 31, 2010

(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
*	Fidelity	Fidelity Retirement Money Market Fund		$ 90,866
	American Beacon	Fidelity Capital Appreciation Fund		97,925
*	Fidelity	Fidelity Capital Appreciation Fund		14,260
*	Fidelity	Fidelity Export and Multinational Fund		109,423
*	Fidelity	Fidelity Freedom 2000 Fund		48,515
*	Fidelity	Fidelity Freedom 2005 Fund		342
*	Fidelity	Fidelity Freedom 2010 Fund		689,680
*	Fidelity	Fidelity Freedom 2015 Fund		637,242
*	Fidelity	Fidelity Freedom 2020 Fund		1,082,722
*	Fidelity	Fidelity Freedom 2025 Fund		2,014,516
*	Fidelity	Fidelity Freedom 2030 Fund		176,627
*	Fidelity	Fidelity Freedom 2035 Fund		223,100
*	Fidelity	Fidelity Freedom 2040 Fund		100,669
*	Fidelity	Fidelity Freedom 2045 Fund		56,741
*	Fidelity	Fidelity Freedom 2050 Fund		3,312
*	Fidelity	Fidelity Freedom Income Fund		97,768
*	Fidelity	Fidelity International Discovery Fund		99,860
*	Fidelity	Fidelity Leveraged Company Stock Fund		193,497
*	Fidelity	Fidelity Total Bond Fund		161,442
	Royce	Royce Opportunity Fund		82,616
	Spartan	Spartan US Equity Fund		40,118
	Wells Fargo	Wells Fargo Advantage Small Cap Value Z		98,823
*	Participant loans	Interest rates range from 6 percent to 9.5 percent	$ -	232,557
				$ 6,352,621

* The above represents a party-in-interest as defined by ERISA.

Great Lakes Orthodontics, Ltd.
401(k) Savings Plan

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BROCK, SCHECHTER & POLAKOFF, LLP
CERTIFIED PUBLIC ACCOUNTANTS • CONSULTANTS

Independent Auditors' Report

To the Trustees
Great Lakes Orthodontics, Ltd.
401(k) Savings Plan
Tonawanda, New York

We were engaged to audit the accompanying statements of net assets available for plan benefits - modified cash basis of the Great Lakes Orthodontics, Ltd. 401(k) Savings Plan as of December 31, 2010 and December 31, 2009 and the related statement of changes in net assets available for plan benefits - modified cash basis for the year ended December 31, 2010 and the supplemental schedule of assets (held at end of year) as of December 31, 2010. The financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, Great Lakes Orthodontics, Ltd. instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which is certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by Great Lakes Orthodontics, Ltd. that the trustee holds the Plan's investment assets and executes investment transactions. Great Lakes Orthodontics, Ltd. has obtained a certification from the trustee as of and for the years ended December 31, 2010 and December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. 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.

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

Brock Schechter & Polakoff, LLP

Buffalo, New York
October 7, 2011

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Statements of Net Assets Available for Plan Benefits
(Modified Cash Basis)
(All Participant Directed)

	December 31, 2010	December 31, 2009
Assets		
Interest-bearing cash	$ 90,866	$ 105,218
Participant contributions receivable	-	15,050
Notes receivable from participants	232,557	187,000
	232,557	202,050
Investments at Fidelity Management Trust Company		
Value in registered investment companies (at fair market value):		
American Beacon Large Cap Value Plan Ahead Class	97,925	75,467
Fidelity Capital Appreciation Fund	14,260	10,581
Fidelity Export and Multinational Fund	109,423	96,421
Fidelity Freedom 2000 Fund	48,515	45,052
Fidelity Freedom 2005 Fund	342	230
Fidelity Freedom 2010 Fund	689,680	579,742
Fidelity Freedom 2015 Fund	637,242	544,528
Fidelity Freedom 2020 Fund	1,082,722	840,100
Fidelity Freedom 2025 Fund	2,014,516	1,636,668
Fidelity Freedom 2030 Fund	176,627	197,993
Fidelity Freedom 2035 Fund	223,100	167,361
Fidelity Freedom 2040 Fund	100,669	36,802
Fidelity Freedom 2045 Fund	56,741	38,283
Fidelity Freedom 2050 Fund	3,312	30,898
Fidelity Freedom Income Fund	97,768	83,214
Fidelity International Discovery Fund	99,860	136,137
Fidelity Leveraged Company Stock Fund	193,497	155,623
Fidelity Total Bond Fund	161,442	112,624
Royce Opportunity Fund	82,616	62,479
Spartan US Equity Fund	40,118	65
Wells Fargo Advantage Small Cap Value Z	98,823	77,678
	6,029,198	4,927,946
Net assets available for plan benefits	$ 6,352,621	$ 5,235,214

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

Statement of Changes in Net Assets Available for Plan Benefits
(Modified Cash Basis)
(All Participant Directed)
For the Year Ended December 31, 2010

Net assets available for plan benefits, beginning of year	$ 5,235,214
Participant contributions	459,559
Notes receivable interest	15,055
Earnings on investments	
Interest income	19
Net income from registered investment companies	700,012
Total earnings on investments	700,031
Deductions	
Benefits paid to participants	(39,675)
Payments to insurance carriers for the provision of benefits	(6,139)
Corrective distribution	(9,330)
Administrative expenses	(2,094)
Total deductions	(57,238)
Net increase	1,117,407
Net assets available for plan benefits, end of year	$ 6,352,621

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

1. Description of the Plan

The following brief description of the Great Lakes Orthodontics, Ltd. 401(k) Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a defined contribution plan with a 401(k) feature, which became effective January 1, 1992. Participants are employees of the Plan Sponsor who have completed three months of service. There is no age requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is administered by Great Lakes Orthodontics, Ltd (the Plan Sponsor). Fidelity Management Trust Company is the Plan's record keeper and custodian of assets.

Participant Accounts

An account is maintained for each participant in the Plan. This account is credited with salary reduction contributions and with earnings as allocated. The account is reduced by the payment of benefits. Each participant is fully vested in his or her salary reduction account. Participants direct where their funds are to be invested.

Vesting

Each participant is fully vested in his or her salary reduction account.

Funding Policy

Participants may elect to make salary-reducing contributions to the Plan of up to 80 percent of compensation subject to IRS contribution limitations. Participants may also defer up to 100 percent of cash bonuses paid by the Plan Sponsor, subject to IRS limitations. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests. There is no employer matching contribution at the present time. The employer may make a discretionary profit sharing contribution; participants must be employees of the Plan Sponsor as of the last day of the year in order to be entitled to share in the profit sharing contribution.

Operating Expenses

Some administrative expenses are paid by the Plan, some by the Plan Sponsor.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. A participant may have no more than two loans outstanding at one time. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid weekly through payroll deductions.

Benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's account and is normally taken as a lump sum distribution. Benefits are provided for normal retirement at attained age of 65, or may be deferred if the participant continues in active service with the Plan Sponsor. Benefits are also provided upon permanent disability, specific hardship, attainment of age 59 1/2 and separation from service or death.

2. Summary of Accounting Policies

The Plan's policy is to prepare its financial statements on the modified cash basis of accounting; consequently, certain revenue is recognized when received rather than when earned, and certain expenses are recognized when cash is disbursed rather than when the obligation is incurred. Contributions are shown on the accrual basis of accounting. Benefits are recorded when paid.

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

Investments are stated at fair value as certified by the custodian of assets.

The Plan's investment options had allowed for funds under the investment contract to be allocated and applied to purchase life insurance contracts through Massachusetts Mutual Life Insurance Company. Massachusetts Mutual Life Insurance Company is obligated to pay the related benefits and, as such, these assets are excluded from the Plan's assets. Those employees who had already enrolled in life insurance coverage are allowed to allocate a portion of their contributions to life insurance contracts. Life insurance is no longer an investment option.

Use of Estimates
The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events
The Plan has evaluated for subsequent events through the date of the independent auditors' report, which is the date the financial statements were made available to be issued.

Reclassification
Certain reclassification have been made to the December 31, 2009 comparative total to conform to December 31, 2010 presentation.

3. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor reserves the right to terminate or revoke the Plan at any time. In the event of termination or partial termination, all participants affected shall have a fully vested and nonforfeitable right to the amount credited to their accounts at the date of such termination.

4. IRS Determination Letter

The Plan uses a prototype plan document sponsored by Fidelity Management & Research Co. Fidelity Management & Research Co. received an opinion letter from the Internal Revenue Service (IRS) dated October 9, 2003, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provision for income tax has been included in the Plan's financial statements.

5. Income Taxes

The Plan has adopted accounting standards related to uncertain tax positions. Generally, the Plan's prior three tax years are open and subject to examination by the Internal Revenue Service. However, the Plan is not currently under audit, nor has the Plan been contacted by the Internal Revenue Service.

6. Party-In-Interest Transactions

Certain Plan investments are shares of pooled separate accounts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to $2,094 for the year ended December 31, 2010.

7. Information Prepared and Certified by the Custodian of Assets (Unaudited)

The following information included in the accompanying financial statements and supplementary schedule for the years ended December 31, 2010 and December 31, 2009 was obtained from data that has been prepared and certified as complete and accurate by the custodian of assets.

	2010	2009
Investments at fair market value:		
Interest-bearing cash	$ 90,866	$ 105,218
American Beacon Large Cap Value Plan Ahead Class	97,925	75,467
Fidelity Capital Appreciation Fund	14,260	10,581
Fidelity Export and Multinational Fund	109,423	96,421
Fidelity Freedom 2000 Fund	48,515	45,052
Fidelity Freedom 2005 Fund	342	230
Fidelity Freedom 2010 Fund	689,680	579,742
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Fidelity Leveraged Company Stock Fund	193,497	155,623
Fidelity Total Bond Fund	161,442	112,624
Royce Opportunity Fund	82,616	62,479
Spartan US Equity Fund	40,118	65
Wells Fargo Advantage Small Cap Value Z	98,823	77,678
Investment earnings	$ 700,031	

8. 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 is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

9. Fair Value Measurement

Fair value is the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties. Fair value measurements are categorized into one of three levels based on the lowest level of significant input used: Level 1 (unadjusted quoted prices in active markets); Level 2 (observable market inputs available at the measurement date, other than quoted prices included in Level 1); and Level 3 (unobservable inputs that cannot be corroborated by observable market data).

Marketable securities utilizing Level 1 inputs include active exchange-traded index funds, as these securities all have quoted prices in active markets.

The following table presents information about our investments measured at fair value on a recurring basis as of December 31, 2010 and December 31, 2009, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair values:

	December 31, 2010		
	Quoted Prices in Active Markets (Level I)	Other Observable Inputs (Level II)	Unobservable Inputs (Level III)
Interest-bearing cash	$ 90,866	$ -	$ -
Registered investment companies - index funds	6,029,198	-	-
	$ 6,120,064	$ -	$ -

	December 31, 2009		
	Quoted Prices in Active Markets (Level I)	Other Observable Inputs (Level II)	Unobservable Inputs (Level III)
Interest-bearing cash	$ 105,218	$ -	$ -
Registered investment companies - index funds	4,927,946	-	-
	$ 5,033,164	$ -	$ -

There were no transfers of investments between Level 1 and Level 2 during the years ended December 31, 2010 and December 31, 2009.

10. Corrective Distributions

For the year ended December 31, 2010, the Plan's testing was completed in 2011. Based on the results of this test, it was determined that the plan had no excess contributions for the year ended December 31, 2010.

For the year ended December 31, 2009, the Plan's testing was completed in 2010. Based on the results of this test, it was determined that the Plan had excess contributions of $9,330. These excess contributions were refunded to plan participants in 2010.

Supplementary Information

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

Great Lakes Orthodontics, Ltd. 401(k) Savings Plan
EIN 16-0991250 Plan Number 002
For the Year Ended December 31, 2010

(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
*	Fidelity	Fidelity Retirement Money Market Fund		$ 90,866
	American Beacon	Fidelity Capital Appreciation Fund		97,925
*	Fidelity	Fidelity Capital Appreciation Fund		14,260
*	Fidelity	Fidelity Export and Multinational Fund		109,423
*	Fidelity	Fidelity Freedom 2000 Fund		48,515
*	Fidelity	Fidelity Freedom 2005 Fund		342
*	Fidelity	Fidelity Freedom 2010 Fund		689,680
*	Fidelity	Fidelity Freedom 2015 Fund		637,242
*	Fidelity	Fidelity Freedom 2020 Fund		1,082,722
*	Fidelity	Fidelity Freedom 2025 Fund		2,014,516
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*	Fidelity	Fidelity Freedom 2040 Fund		100,669
*	Fidelity	Fidelity Freedom 2045 Fund		56,741
*	Fidelity	Fidelity Freedom 2050 Fund		3,312
*	Fidelity	Fidelity Freedom Income Fund		97,768
*	Fidelity	Fidelity International Discovery Fund		99,860
*	Fidelity	Fidelity Leveraged Company Stock Fund		193,497
*	Fidelity	Fidelity Total Bond Fund		161,442
	Royce	Royce Opportunity Fund		82,616
	Spartan	Spartan US Equity Fund		40,118
	Wells Fargo	Wells Fargo Advantage Small Cap Value Z		98,823
*	Participant loans	Interest rates range from 6 percent to 9.5 percent	$ -	232,557
				$ 6,352,621

* The above represents a party-in-interest as defined by ERISA.