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
USI 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2000

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

4411 BLUEBONNET
SUITE 109
STAFFORD, TX 77477-2912

2b Employer Identification Number (EIN)
65-0683144

2c Sponsor's telephone number
713-664-2800

2d Business code (see instructions)
621498

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.	10/14/2011	ERICCA WASIAK LEE
	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")
U.S. IMAGING INC.

4411 BLUEBONNET SUITE 109
STAFFORD, TX 77477-2912

3b Administrator's EIN
65-0683144

3c Administrator's telephone number
713-664-1330

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	232
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	249
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	263
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	263
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	188
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	22
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 2G 2J 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)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
USI 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
U.S. IMAGING, INC.

D Employer Identification Number (EIN)
65-0683144

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

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-008054	0	01/01/2010	03/01/2010

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
496	0

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

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

HEALTHCARE CONSULTANTS INC
4615 SW FREEWAY #850
HOUSTON, TX 77027

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
496			3

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			7b	184171
c	Additions: (1) Contributions deposited during the year	7c(1)	2909		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	5751		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	557		
	▶ OTHER				
	(6) Total additions			7c(6)	9217
d	Total of balance and additions (add **b** and **c(6)**)			7d	193388
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	429		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	192959		
	▶ OTHER				
	(5) Total deductions			7e(5)	193388
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

7(C)5 AND 7(E)4 DESCRIPTIONS NOT GIVEN

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
USI 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. IMAGING, INC.

D Employer Identification Number (EIN)
65-0683144

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

AMERIPRISE FINANCIAL SERVICES

50082 AMERIPRISE FINANCIAL CTR
MINNEAPOLIS, ME 55474

(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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(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?
18 64	N/A	14282	Yes [X] No [ ]	Yes [X] No [ ]	661	Yes [ ] No [X]

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

ALLIANCE BENEFIT GROUP

7425 HOLLISTER
HOUSTON, TX 77040

76-0342548

(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	N/A	2400	Yes [X] No [ ]	Yes [ ] No [X]	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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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
USI 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. IMAGING, INC.

D Employer Identification Number (EIN)
65-0683144

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)		4195
(2) Participant contributions	1b(2)		16779
(3) Other	1b(3)		1255
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	60650	66682
(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)	1022436	2227248
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	184171	0
(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	1267257	2316159
	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	1267257	2316159

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)	94050	
	(B) Participants	2a(1)(B)	375800	
	(C) Others (including rollovers)	2a(1)(C)	672025	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1141875
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)	3942	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3942
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		228125
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1373942
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	314823	
(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)		314823
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		6461
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	3756	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3756
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		325040
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1048902
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: BLAIR, ROBERTSON AND ASSOCIATES PLL (2) EIN: 26-1631123

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		126312
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		200000
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
USI 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
U.S. IMAGING, INC.

D Employer Identification Number (EIN)
65-0683144

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): 06-0974148 31-4156830

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):

USI 401(k) Plan

Financial Statements and Supplemental Information
December 31, 2010 and 2009

BLAIR, ROBERTSON & ASSOCIATES, P.L.L.C.
Certified Public Accountants and Business Advisors

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December 31, 2010 and 2009

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Schedule H, Line 4a - Schedule of Delinquent Participant Contributions 19

Note: *All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.*

BLAIR, ROBERTSON & ASSOCIATES, P.L.L.C.
Certified Public Accountants and Business Advisors

Report of Independent Auditors

To the Trustees and Plan Administrator of the USI 401(k) Plan and Participants:

We were engaged to audit the accompanying statement of net assets available for benefits of the USI 401(k) Plan as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules as of December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2009, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (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 the Custodian. Their report, dated October 5, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by the Nationwide Trust Company, FSB, the custodian of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedules. We have been informed by the Plan administrator that the 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.

Because of the significance of the information in the Plan's 2010 financial statements and supplemental schedules 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 schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Blair, Robertson & Associates, PLLC

Blair, Robertson & Associates, PLLC
Houston, Texas
October 12, 2011

902 S. Friendswood, Suite A | Friendswood, Texas 77546 | 281.482.1240 | Fax 281.482.3070
800 Wilcrest Drive, Suite 205 | Houston, Texas 77042 | 713.953.1040 | Fax 281.482.3070

Statements of Net Assets Available for Benefits
USI 401(k) Plan
December 31, 2010 and 2009

	12/31/2010	12/31/2009
Assets:		
Investments, at fair value		
Mutual funds	$ 2,227,248	$ 1,022,436
Guaranteed investment contract	-	190,227
Total investments	2,227,248	1,212,663
Contributions receivable:		
Employer	4,195	-
Participant	16,779	-
Participant loan repayment	1,255	-
Notes receivable from participants	66,682	60,650
Total receivables	88,911	60,650
Total assets	**2,316,159**	**1,273,313**
Net assets available for benefits	**$ 2,316,159**	**$ 1,273,313**

The accompanying notes are an integral part of these financial statements

Statement of Changes in Net Assets Available for Benefits
USI 401(k) Plan
December 31, 2010

	12/31/2010
Additions:	
Additions to net assets attributed to:	
Investment income (loss):	
Net appreciation (depreciation) in fair value of investments	$ 228,124
Total investment income	228,124
Interest from notes receivable from participants	3,943
Contributions:	
Participants' contributions	375,800
Employer's contributions	94,050
Rollovers	939
Total contributions	470,789
Transfers-In	671,086
Total additions	1,373,942
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	314,823
Administration expenses	3,756
Deemed distributions	6,461
Total deductions	325,040
Net increase	1,048,902
Net assets available for benefits, beginning of year	1,267,257
Net assets available for benefits, end of year	**$ 2,316,159**

The accompanying notes are an integral part of these financial statements

Notes to the Financial Statements
USI 401(k) Plan

Note A – Description of the plan

The following brief description of the USI 401(k) Plan ("the Plan") is provided for general information purposes only. The Plan is sponsored by U.S. Imaging, Inc. (the "Plan Sponsor" or "Company"). Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, originally established January 1, 2000, under the name of U.S. Imaging, Inc. Employees Savings Trust Plan. The Plan was restated in its entirety effective January 1, 2010 under the name of USI 401(k) Plan and to conform to recent legislative and regulatory changes. The Plan covers all employees of U.S. Imaging, Inc., East Side Surgery Center, Ford Bend Surgery Center, National Associates for Sleep and US Anesthetic Services PA who have completed three (3) months of service and attained the age of eighteen (18). An employee's entry date is the first day of the Plan year or first day of the seventh month of the Plan year coinciding with or next following the date eligibility requirements are satisfied. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC") and subsequent related amendments and revisions. The Company is the designated administrator of the Plan and Nationwide Trust Company, FSB is the custodian of the Plan responsible for the management and control of the Plan's assets which are held in individual participant investment accounts.

In March 2010, the East Side Surgery Center, Inc. 401(k) Plan, an affiliate Company's plan, was merged into the USI 401(k) Plan. As a result, all of East Side Surgery's Plan assets, totaling $671,086, were transferred into the Plan on March 31, 2010. The employees of East Side Surgery Center, Inc. became eligible to participate in the Plan effective January 1, 2010.

Effective March 1, 2010, Nationwide Trust Company, FSB ("Nationwide") was selected to be the Custodian of the Plan replacing the Hartford Life Insurance Company. The change in custodians resulted in new investments options for participant contributions and the termination of the guaranteed investment contract with Hartford Life Insurance Company.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of (a) employer discretionary matching and nonelective profit sharing contributions and (b) Plan earnings (losses) and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Employee contributions

Participants may elect to contribute up to the maximum amount allowed for deferral under the IRC. The amount deferred is not subject to federal taxation to the participants until distributions are made from the Plan. Eligible participants may also designate all or a portion of their deferrals as Roth Elective deferrals. Participants who have attained age fifty (50) or older before the end of the tax year are eligible to make catch-up contributions up to the maximum amount allowed for deferral under the IRC. Participants may discontinue their election to contribute at any time. Participants direct the investment of their contributions into various investment options offered by the Plan. Transfers from qualified plans are allowed under the provisions of the Plan. Additional after-tax voluntary contributions are not permitted.

Employer contributions

The Company may make matching contributions per pay period equal to a discretionary percentage, to be determined by the Employer, of the participant's elective deferral. During 2010, the Company contributed 25% of the employee's contribution totaling $94,050.

Additionally, each Plan year the Company may make discretionary nonelective profit sharing contributions in amounts determined by the Company. Profit sharing contributions are allocated to eligible participants based upon the percentage of the participant's compensation to the total compensation of all eligible participants. Eligible participants who are employed on the last day of the Plan year share in any discretionary profit sharing contributions. No discretionary nonelective profit sharing contributions were made during the year ended December 31, 2010.

ERISA and the IRC provide that plans such as USI 401(k) Plan cannot discriminate in favor of highly compensated individuals. To comply with these laws, certain highly compensated individuals may receive funds in the year that contributions were made in excess of the IRC Section 401(k) limit and all earnings attributable to such contributions. At December 31, 2010, there were no corrective distributions payable to participants.

Rollovers

Rollovers represent funds transferred to the Plan from other qualified plans. Participants may roll over certain qualifying funds into the Plan in accordance with the Plan document.

Investment Options

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers investments in shares of publicly traded registered investment companies. Participants may change their investment mix during the year and such changes are subject to the restrictions made by the Company.

Vesting

Participants are fully vested in their voluntary contributions plus actual earnings (losses) thereon. Vesting in the Company's matching and nonelective profit sharing contributions and earnings thereon is based on years of continuous service. A year of service is defined as 1,000 hours of service during any plan year. Additionally, a participant will become fully vested in the Company's contributions account upon reaching normal retirement age or in the event of death or total and permanent disability.

The vesting schedule for Company matching and nonelective profit sharing contributions and earnings is determined as follows:

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

Forfeited accounts

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. Forfeited amounts are retained in the Plan and will first be used to pay plan administrative expenses. Any remaining forfeitures resulting from non-vested Employer contributions other than matching contributions and earnings thereon may be used reduce any Employer contributions. Forfeitures resulting from Employer matching contributions will be used to reduce the Employer matching contributions. Forfeited non-vested accounts amounted to $8,664 and $428 at December 31, 2010 and 2009, respectively. At December 31, 2010, there are $8,664 of forfeitures that have not yet been applied to reduce the Company's contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to $50,000 or 50% of their account balance, whichever is less. No more than one loan can be outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at rates that range from 3.25% to 8.25%, which are commensurate with local prevailing rates at the time the loans were initiated. Principal and interest is paid ratably through payroll deductions. All loans must be repaid within five years, unless the loan is used to purchase a primary residence, for which loan terms may range up to ten years.

Payment of Benefits

On termination of employment, disability, death, or normal retirement, a participant or designated beneficiary may elect to receive a lump sum cash distribution equal to the value of the participant's vested account balance, a direct rollover distribution, or a combination of a cash distribution and direct rollover distribution. Participants may defer receipt of distribution until a later date unless their account balance is $5,000 or less. If the vested account balance is $5,000 or less, the Company will direct the Nationwide Trust Company, FSB ("the Custodian") to distribute the vested account balance to the participant, without consent, into an IRA for their benefit.

If an active participant has attained age fifty-nine and one-half (59½), they may elect to withdraw all or a portion of their account while still employed by the Company. Hardship distributions are available to participants who demonstrate an immediate and heavy financial need. In accordance with Internal Revenue Service ("IRS") regulations, participants must exhaust all other assets reasonably available to them prior to obtaining a hardship withdrawal. Participant's deferral contributions to the Plan will be suspended for six (6) months after the receipt of the hardship distribution.

Administrative Expenses

Certain administrative expenses incurred by the Plan are paid by the Company at its discretion, and any Plan expenses not paid by the Company are paid by the Plan such as expenses incurred in connection with the administration of the Plan. Expenses will generally be allocated among the accounts of all participants in the plan proportionately based on the value of the participant's account balances. Specific fees may also be charged directly to a participant's account in response to transactions requested under the Plan. Administrative expenses totaled $3,756 and $420 for the year ended December 31, 2010 and 2009, respectively.

Reclassifications

Certain amounts in the prior period presented have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on previously reported net assets available for benefits.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting and include all adjustments necessary to present fairly the financial statements of the Plan in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

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

Recent Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, (ASU 2011-04). ASU 2011-04 amended ASC 820, to converge the fair value measurement guidance in US generally accepted accounting principles and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011- 04 will have on the Plan's financial statements.

In September 2010, the FASB issued Accounting Standards Update 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, (ASU 2010-25). ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, the adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Contributions

Contributions from participants are recorded when the Company makes payroll deductions. Discretionary employer contributions are determined, funded and recorded annually. Contributions receivable represent amounts not yet deposited into the participants' individual accounts.

Investment valuation and income recognition

Investments are reported at fair value and are measured in accordance with ASC 820. Fair value is the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in value of investments includes realized gains and losses on investments bought and sold during the year and unrealized appreciation (depreciation) of investments held at year-end. Net realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments.

Payment of Benefits

Benefits paid to participants are recorded when paid. As of December 31, 2010, there were no amounts allocated to participants who elected to withdraw from the Plan, but have not been paid.

Notes Receivable from Participants

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

Risks and uncertainties

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

Note C - Information Certified by the Custodian (Unaudited) or Investments

At December 31, 2010, the Plan's investments were held by Nationwide Trust Company, FSB ("the Custodian") and by Hartford Life Insurance Company ("predecessor Custodian") as at December 31, 2009. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Custodian and predecessor Custodian as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The fair value of investments at December 31, 2010 and 2009 that represent 5% or more of the Plan's net assets, as reported by the Custodian is summarized as follows:

		12/31/2010		12/31/2009
Nationwide Inv Dest Mod Conservative Inst	$	103,801		**
Nationwide Inv Dest Mod Inst		582,676		**
Principal High Yield Inst		215,811		**
Vangard Target Retirement 2025		104,296		**
American Century Income & Growth Fund*		**		67,360
Fixed Account Fund*		**		190,227
Hartford Total Return Fund*		**		87,866
Janus Twenty Fund*		**		97,020
T. Rowe Price Mid Cap Fund*		**		120,059
All other investments less than 5%*		1,220,664		650,131
	$	**2,227,248**	**$**	**1,212,663**

* Indicates party-in-interest.

** Represents less than five percent (5%) of the Plan's net assets as of December 31.

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $228,124 as follows:

		12/31/2010
Money market funds	$	53
Bond/Income funds		8,035
Balanced funds		77,183
Equity funds		122,905
International funds		5,884
Specialty funds		2,030
Index funds		12,034
	$	**228,124**

Note D – Fair Value Measurements

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

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date.

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

When available, quoted market prices are used to determine fair value and such measurements are classified within Level 1. In some cases where market prices are not available, observable market based inputs are used to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

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

Registered investment companies (mutual funds): Valued at the net asset value ("NAV") of shares held by the plan at year end.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Pooled separate accounts:				
Bond/Income funds	$ 160,890	$ -	$ -	$ 160,890
Balanced funds	899,415	-	-	899,415
Equity funds	929,978	-	-	929,978
International funds	63,394	-	-	63,394
Specialty funds	53,792	-	-	53,792
Index funds	119,120	-	-	119,120
Money market fund	659	-	-	659
Guaranteed investment contract	-	-	-	-
	$ 2,227,248	**$ -**	**$ -**	**$ 2,227,248**

	Assets at Fair Value as of December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Pooled separate accounts:				
Bond/Income funds	$ 208,558	$ -	$ -	$ 208,558
Balanced funds	624,807	-	-	624,807
Equity funds	183,594	-	-	183,594
International funds	4,765	-	-	4,765
Index funds	712	-	-	712
Money market fund	-	-	-	-
Guaranteed investment contract	-	-	190,227	190,227
	$ 1,022,436	**$ -**	**$ 190,227**	**$ 1,212,663**

Note E - Investment Contract with Insurance Company

The Plan entered into a benefit-responsive guaranteed contract with Hartford Life Insurance Company ("predecessor Custodian"). Hartford Life Insurance Company maintained the contributions in a general account. The account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract was fully benefit-responsive, contract value was the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Hartford Life Insurance Company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2010 and 2009 was $0 and $190,227, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 3 percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2010	**2009**
Average yields:		
Based on actual earnings	0.00%	3.01%
Based on interest rate credited to participants	0.00%	3.01%

Effective March 1, 2010, Nationwide Trust Company, FSB ("Nationwide") was selected to be the Custodian of the Plan replacing the Hartford Life Insurance Company. As part of this transaction, the Plan terminated its guaranteed investment contract with the Hartford Life Insurance Company.

Note F – Related party transactions

Certain Plan investments are shares of registered investment companies managed by Nationwide Trust Company, FSB who has been designated as the custodian and, therefore, these transactions qualify as party-in-interest transactions. In addition, the Plan has notes receivable from certain of its participants which are secured by the balances in the participants' accounts. Therefore, related transactions qualify as party-in-interest transactions as defined under ERISA guidelines. Any purchases and sales of these investments are open market transactions at fair market value. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA. All other transactions which may be considered party-in-interest transactions relate to normal plan management and administrative services, and the related payment of fees.

Note G - Plan termination

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

Note H - Tax status

The underlying non-standardized prototype profit sharing plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401(a) of the Code, and therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2007-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS non-standardized prototype profit sharing plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Note I – Nonexempt Transactions

Department of Labor ("DOL") Regulation 2510.3-102 requires employers to remit amounts paid by a participant or beneficiary to an employer and/or withheld by an employer for contribution to a 401(k) plan as soon as they can be reasonably segregated from the employer's general assets. The Plan sponsor has demonstrated that the funds remitted by the employees can be reasonably segregated and remitted to the Plan within three days. Any remittances to the plan greater than three days are considered prohibited transactions and in violation of the provisions of ERISA and the Internal Revenue Code.

As reported on Form 5500, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the Plan within the time frame specified by the Department of Labor's ("DOL") Regulation 29 CFR 2510.3-102, thus constituting nonexempt transactions between the Plan and the Company during the 2010 Plan year. Late remittances amount to $126,312. The Company is currently is process of making appropriate filings in accordance with the DOL's Voluntary Fiduciary Corrective Program and estimating the amount of corrective payments due to the plan and believes the amount will be immaterial. Costs incurred for penalties and interest will be borne by the sponsor of the Plan.

The Plan Sponsor believes that with the completion of these corrections, the Plan will continue to be in compliance with applicable requirements of the Code.

Note J – Subsequent Events

The Company performed an evaluation of events that have occurred subsequent to the end of the Plan year through the date that the financial statements were available to be issued. As of October 12, 2011, there have been no subsequent events that occurred during such period that would require recognition in the financial statements or would require disclosure in the financial statements.

Supplemental Information

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
USI 401(k) Plan
Employer Identification Number: 65-0683144, PN: 001
December 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current value
*	Nationwide Trust Co., FSB	AmCent Infl Adj Bd Inst	**	$ 69,896
*	Nationwide Trust Co., FSB	DodgeCox Intl Stk	**	43,439
*	Nationwide Trust Co., FSB	Drey Inst Prfrd MnyMkt Prm	**	45,337
*	Nationwide Trust Co., FSB	Fed Ttl Rtn Bd Inst	**	2,219
*	Nationwide Trust Co., FSB	FidAdv RealEst I	**	10,389
*	Nationwide Trust Co., FSB	NW Inv Dest Aggr Inst	**	27,693
*	Nationwide Trust Co., FSB	NW Inv Dest Cnsrv Inst	**	69,752
*	Nationwide Trust Co., FSB	NW Inv Dest Mod Cnsrv Inst	**	103,801
*	Nationwide Trust Co., FSB	NW Inv Dest Mod Aggr Inst	**	36,026
*	Nationwide Trust Co., FSB	NW Inv Dest Mod Inst	**	582,676
*	Nationwide Trust Co., FSB	Invsco Mdap Cor Eq Inst	**	23,891
*	Nationwide Trust Co., FSB	Harbor Intl Inst	**	32,493
*	Nationwide Trust Co., FSB	Hansbrgr Intl Gr Inst	**	3,300
*	Nationwide Trust Co., FSB	JPM MdCap Val Inst	**	9,393
*	Nationwide Trust Co., FSB	DWS LgCap Val Inst	**	24,864
*	Nationwide Trust Co., FSB	LrdAbt Devl Gr I	**	49,918
*	Nationwide Trust Co., FSB	MSIF MdCap Gr I	**	38,522
*	Nationwide Trust Co., FSB	MFS Rsrch R4	**	16,325
*	Nationwide Trust Co., FSB	NeuBer Genesis Inst	**	29,064
*	Nationwide Trust Co., FSB	Opp Devl Mkt Y	**	69,759
*	Nationwide Trust Co., FSB	Opp Intl Gr Y	**	28,888
*	Nationwide Trust Co., FSB	Pionr MdCap Val Y	**	19,519
*	Nationwide Trust Co., FSB	Princpl Eq Inc I Inst	**	53,715
*	Nationwide Trust Co., FSB	Prncpl Infl Prtc Inst	**	17,018
*	Nationwide Trust Co., FSB	Prudntl St Cor B Z	**	87,625
*	Nationwide Trust Co., FSB	DWS RREEF RealEst Sec Inst	**	12,153
*	Nationwide Trust Co., FSB	Prncpl Cap App Inst	**	29,611
*	Nationwide Trust Co., FSB	Prncpl Hi Yld Inst	**	215,811
*	Nationwide Trust Co., FSB	AmFds Cap Wld Bd R6	**	13,870
*	Nationwide Trust Co., FSB	AmFds Gr Fd Am R6	**	41,178
*	Nationwide Trust Co., FSB	AmFds Am Mut R6	**	25,388
*	Nationwide Trust Co., FSB	AmFds New Econ R6	**	36,040
*	Nationwide Trust Co., FSB	AmFds New Wld R6	**	1,081
*	Nationwide Trust Co., FSB	RdgWrth Intmd Bd I	**	2,858
*	Nationwide Trust Co., FSB	Thrnbrg Intl Val I	**	29,778
*	Nationwide Trust Co., FSB	Vngrd Divd Gr Inv	**	66,153
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtmt 2050	**	6,874
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2040	**	13,968
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2035	**	9,420
*	Nationwide Trust Co., FSB	Vngrd Gr Indx In	**	2,802
*	Nationwide Trust Co., FSB	Vngrd SmCap Gr Indx Inv	**	3,442

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
USI 401(k) Plan
Employer Identification Number: 65-0683144, PN: 001
December 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current value
*	Nationwide Trust Co., FSB	Vngrd SmCap Val Indx Inv	**	42,086
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2030	**	5,643
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2045	**	11,309
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2025	**	3,515
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2025	**	104,296
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2020	**	658
*	Nationwide Trust Co., FSB	Vngrd Trgt Rtrmt 2015	**	14,818
*	Nationwide Trust Co., FSB	LeggMWstrAsInfIn PlsBdInst	**	38,974
*	Participant Loans	Interest rates ranging from 3.25% to 8.25% with various due dates	-0-	66,682
				$ 2,293,930

* Denotes party-in-interest as defined by ERISA

** Cost information is not required for participant-directed investments and, therefore, is not included.

Information certified as complete and accurate by Nationwide Trust Company, FSB, the custodian of the Plan, but not audited by the Plan's independent accountants

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
USI 401(k) Plan
Employer Identification Number: 65-0683144, PN: 001
December 31, 2010

Total that Constitutes Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	**Contributions Not Corrected**	**Contributions Corrected Outside VFCP**	**Contributions Pending Correction in VFCP**	**Total Fully Corrected Under VFCP and PTE 2002-51**
$ 126,312*	$ -	$ -	$ 126,312*	$ -

*Denotes party-in-interest as defined by ERISA

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

Name of Plan: USI 401(k) Plan

►

Employer Identification Number:► 65-0683144
For plan year (beginning/ending):► 1/1/2010/12/31/2010 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
	AmCent Infl Adj Bd Inst	Mutual Fund		69896
	DodgeCox Intl Stk	Mutual Fund		43439
	Drey Inst Prfrd MnyMkt Prm	Mutual Fund		45337
	Fed Ttl Rtn Bd Inst	Mutual Fund		2219
	FidAdv RealEst I	Mutual Fund		10389
	NW Inv Dest Aggr Inst	Mutual Fund		27693
	NW Inv Dest Cnsrv Inst	Mutual Fund		69753
	NW Inv Dest Mod Cnsrv Inst	Mutual Fund		103801
	NW Inv Dest Mod Aggr Inst	Mutual Fund		36026
	NW Inv Dest Mod Inst	Mutual Fund		582676
	Invsco MdCap Cor Eq Inst	Mutual Fund		23891
	Harbor Intl Inst	Mutual Fund		32493
	Hansbrgr Intl Gr Inst	Mutual Fund		3300
	Jpm MdCap Val Inst	Mutual Fund		9393
	Dws LgCap Val Inst	Mutual Fund		24864
	Lrdabt Dev1 Gr I	Mutual Fund		49918
	MSIF MdCap Gr I	Mutual Fund		38522
	MFS Rsrch R4	Mutual Fund		16325
	NeuBer Genesis Inst	Mutual Fund		29064
	Opp Devl Mkt Y	Mutual Fund		69759
	Opp Intl Gr Y	Mutual Fund		28888
	Pionr MdCap Val Y	Mutual Fund		19519
	Princpl Eq Inc I Inst	Mutual Fund		53715
	Prncpl Infl Prtct Inst	Mutual Fund		17018
	Prudntl St Cor Bd Z	Mutual Fund		87625
	DWS RREEF RealEst Sec Inst	Mutual Fund		12153
	Prncpl Cap App Inst	Mutual Fund		29611
	Prncpl Hi Yld Inst	Mutual Fund		215811
	AmFds Cap Wld Bd R6	Mutual Fund		13870
	AmFds Gr Fd Am R6	Mutual Fund		41178
	AmFds Am Mut R6	Mutual Fund		25388
	AmFds New Econ R6	Mutual Fund		36040
	AmFds New Wld R6	Mutual Fund		1081
	Rdgwrth Intmd Bd I	Mutual Fund		2858
	Thrnbrg Intl Val I	Mutual Fund		29778
	Vngrd Divd Gr Inv	Mutual Fund		66153
	Vngrd Trgt Rtrmt 2050	Mutual Fund		6874
	Vngrd Trgt Rtrmt 2040	Mutual Fund		13968
	Vngrd Trgt Rtrmt 2035	Mutual Fund		9421

	Vngrd gr Indx Inv	Mutual Fund		2802
	Vngrd SmCap Gr Indx Inv	Mutual Fund		3442
	Vngrd SmCap Val Indx Inv	Mutual Fund		42086
	Vngrd Trgt Rtrmt 2030	Mutual Fund		5643
	Vngrd Trgt Rtrmt 2045	Mutual Fund		11309
	Vngrd Trgt Rtrmt 2005	Mutual Fund		3515
	Vngrd Trgt Rtrmt 2025	Mutual Fund		104296
	Vngrd Trgt Rtrmt 2020	Mutual Fund		659
	Vngrd Trgt Rtrmt 2015	Mutual Fund		14818
	LeggMwstrAsInfInd PlsBdInst	Mutual Fund		38974