

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 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>INFRASTRUX 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>09/01/1989</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>09/01/1989</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>INFRASTRUX GROUP, INC.</u> <div style="display: flex; justify-content: space-between;"> <div><u>22820 RUSSELL ROAD</u> <u>KENT, WA 98032</u></div> <div><u>22820 RUSSELL ROAD</u> <u>KENT, WA 98032</u></div> </div>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>91-2063014</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>253-395-4638</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>238900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>91-2063014</u>	2c Sponsor's telephone number <u>253-395-4638</u>	2d Business code (see instructions) <u>238900</u>	
2b Employer Identification Number (EIN) <u>91-2063014</u>					
2c Sponsor's telephone number <u>253-395-4638</u>					
2d Business code (see instructions) <u>238900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	PETER FRENCH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") INFRASTRUX GROUP, INC. 22820 RUSSELL ROAD KENT, WA 98032	3b Administrator's EIN 91-2063014 3c Administrator's telephone number 253-395-4638
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	926
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	805
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	77
d Subtotal. Add lines 6a , 6b , and 6c	6d	883
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	883
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	386
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2T 3D 3H

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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A Name of plan INFRASTRUX 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 INFRASTRUX GROUP, INC.	D Employer Identification Number (EIN) 91-2063014

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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	28383	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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		
ALLNZ NFJ SMCPVAL AD - BOSTON FINAN	0.35%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ARTISAN MID CAP INV - BOSTON FINANC	0.40%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX BALANCED - BOSTON FINAN	0.10%	
04-2526037		

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.	
DODGE & COX INTL STK - BOSTON FINAN	0.10%	
04-2526037		
(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.	
EATON LG CAP VALUE A - PNC GLOBAL I	0.50%	
04-2871943		
(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.	
HARTFORD SMALL CO Y - HARTFORD ADMI	0.15%	
41-0679409		

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.	
INVS BASIC VALUE A - INVESCO INVEST P.O. BOX 4739 HOUSTON, TX 77210	0.50%	
(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.	
INVS INTL GROWTH A - INVESCO CANADA 98-0557567	0.50%	
(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.	
INVS LG CAP GRTH A - INVESCO AIM IN 98-0557567	0.50%	

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.	
MAINSTAY LGCP GR R1 - BOSTON FINANC	0.35%	
04-2526037		
(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.	
MSIF SM CO GRTH P - MORGAN STANLEY	0.35%	
13-3799749		
(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.	
PIM GLBBND AD UNHDGD - BOSTON FINAN	0.25%	
04-2526037		

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.	
PIMCO HIGH YIELD ADM - BOSTON FINAN 04-2526037	0.25%	
(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.	
PIMCO LOW DUR ADM - BOSTON FINANCIA 04-2526037	0.25%	
(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.	
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%	

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.	
VICTORY DIVERS STK A - CITI FUND SE 31-1249295	0.35%	
(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 DISCOVERY INV - BOSTON FINANCIA 04-2526037	0.55%	
(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 HIGH INCOME INV - BOSTON FINANC 04-2526037	0.45%	

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.	
3RD AV VALUE IS - PNC GLOBAL INVESM 04-2871943	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan INFRASTRUX 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 INFRASTRUX GROUP, INC.	D Employer Identification Number (EIN) 91-2063014	

Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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 Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2464059	1888207
(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)	728200	758319
(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)	15535691	17337804
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	18727950	19984330

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	18727950	19984330
---	-----------	----------	----------

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)	350953	
(B) Participants	2a(1)(B)	875736	
(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)		1226689
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1231	
(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)	34061	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		35292
(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)	385160	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		385160
(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)		1765214
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3412355

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1970119	
(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)		1970119
f Corrective distributions (see instructions)	2f		101736
g Certain deemed distributions of participant loans (see instructions).....	2g		55708
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)	28412	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		28412
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2155975

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1256380
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CLARK NUBER P.S.

(2) EIN: 91-1194016

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	X		90953
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		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 <u>INFRASTRUX 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>INFRASTRUX GROUP, INC.</u>	D Employer Identification Number (EIN) <u>91-2063014</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

INFRASTRUX 401(k) PLAN

Financial Statements

For the Period Ended February 1, 2011 and the
Year Ended December 31, 2010

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Independent Auditors' Report***To the InfrastruX 401(k) Plan Administrative Committee
InfrastruX 401(k) Plan
Kent, Washington***

We were engaged to audit the accompanying statements of net assets available for benefits of InfrastruX 401(k) Plan (the Plan) as of February 1, 2011, December 31, 2010 and December 31, 2009, and the related statements of changes in net assets available for benefits for the period ended February 1, 2011 and the year ended December 31, 2010 and supplementary information as of December 31, 2010 and for the period ended February 1, 2011 and year ended December 31, 2010. These financial statements and supplementary information are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of February 1, 2011, December 31, 2010 and December 31, 2009, and for the period ended February 1, 2011 and the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

As further discussed in Note 1 to the financial statements, the Board of Managers of InfrastruX Group, LLC, the successor-in-interest to the Plan sponsor InfrastruX Group, Inc., voted on February 1, 2011 to merge the Plan into a successor plan effective February 1, 2011.

CLARK NUBER

Certified Public
Accountants
and Consultants

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 supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, 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.

Clark Nuber P.S.

Certified Public Accountants
October 6, 2011

INFRASTRUX 401(k) PLAN

Statements of Net Assets Available for Benefits

	<i>February 1, 2011</i>	<i>December 31, 2010</i>	<i>December 31, 2009</i>
	<u> </u>	<u> </u>	<u> </u>
Assets:			
Investments, at fair value-			
Mutual funds	\$ -	\$ 17,337,804	\$ 15,535,691
Money market fund		1,888,207	2,464,059
	<u> </u>	<u> </u>	<u> </u>
Total investments at fair value		19,226,011	17,999,750
Receivables-			
Employer contributions			21,213
Employee contributions			8,082
Notes receivable from participants		758,319	728,200
	<u> </u>	<u> </u>	<u> </u>
Total receivables		758,319	757,495
	<u> </u>	<u> </u>	<u> </u>
Total Assets		19,984,330	18,757,245
Liabilities:			
Excess contributions payable		140,315	97,379
	<u> </u>	<u> </u>	<u> </u>
Total Liabilities		140,315	97,379
	<u> </u>	<u> </u>	<u> </u>
Net Assets Available for Benefits	\$ -	\$ 19,844,015	\$ 18,659,866
	<u> </u>	<u> </u>	<u> </u>

See accompanying notes.

INFRASTRUX 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

	<i>For the Plan Period and Year Ended</i>	<i>February 1, 2011</i>	<i>December 31, 2010</i>
		<u> </u>	<u> </u>
Additions to Net Assets:			
Contributions-			
Employee		\$ -	\$ 727,339
Employer			329,740
		<u> </u>	<u> </u>
Total contributions			1,057,079
Investment income-			
Interest and dividends		7,986	420,384
Net appreciation in fair value of investments		181,660	1,765,282
		<u> </u>	<u> </u>
Total investment income		189,646	2,185,666
		<u> </u>	<u> </u>
Total Additions		189,646	3,242,745
Deductions from Net Assets:			
Benefits paid to participants		501,362	2,030,184
Administrative fees		13,165	28,412
		<u> </u>	<u> </u>
Total Deductions		514,527	2,058,596
		<u> </u>	<u> </u>
Net (Decrease) Increase in Net Assets Available for Benefits before Transfer		(324,881)	1,184,149
Transfer to Willbros Employees' 401(k) Investment Plan		(19,519,134)	
Net Assets Available for Benefits:			
Beginning of period		19,844,015	18,659,866
		<u> </u>	<u> </u>
End of Period		\$ -	\$ 19,844,015
		<u> </u>	<u> </u>

See accompanying notes.

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of the Plan

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

General - The Plan was established on September 1, 1989 as a defined contribution plan covering all eligible employees of Infrastrux Group, Inc. and certain employer members of its controlled group. Employer members of the controlled group participating in the Plan included UTILX Corporation, Lineal Industries, Trafford Corporation, and InterCon Construction, Inc. (Infrastrux Group, Inc. and participating employer members are collectively referred to as "the Company"). Eligible participants must have completed three months of service and be age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Termination - In June 2010, the Company's assets were acquired and the Board of Directors elected to freeze the Plan effective July 1, 2010 (freeze date). As a result, no new participants were admitted to the Plan and contributions ceased. In addition, participants became fully vested in their account balances. On February 1, 2011, the Board of Managers of Infrastrux Group, LLC, the successor-in-interest to the Plan sponsor Infrastrux Group, Inc., voted to merge the Plan into the successor plan. The net assets of the Plan were transferred to the Willbros Employees' 401(k) Investment Plan on February 1, 2011.

Contributions - Prior to July 1, 2010, each active participant was able to elect to contribute at least 1% but not more than 75% of the participant's eligible compensation which excluded stock option income and fringe benefits. Participants who attained age 50 before the end of the Plan year were eligible to make catch-up contributions. Participants were permitted to contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participants who were employed by UTILX Corporation and Infrastrux Group, Inc. on December 31, 2002, and who remained continuously employed by UTILX Corporation or Infrastrux Group, Inc. since that date received a non-discretionary matching contribution of 75% of a participant's deferral up to 6% of the participant's eligible compensation deferred into the Plan. All other eligible participants received a non-discretionary matching contribution of 50% of a participant's deferral up to 6% of the participant's eligible compensation deferred into the Plan.

Contributions that exceed limits imposed by the Internal Revenue Code (IRC) are returned to participants.

Employee and employer contributions ceased July 1, 2010, in accordance with the freezing of the Plan noted above.

Participant Accounts - Each participant's account was credited with their voluntary contributions, Company matching contributions and an allocation of investment income or loss, net of management fees. Allocations are based on participant account balances or earnings, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants were able to change their investment fund allocations daily. The Plan agreement provides that the investments in each participant's account be allocated at the direction of each participant among the available funds.

Vesting - Participants are immediately vested in their voluntary contributions and any actual earnings thereon. All participants with account balances as of June 30, 2010, became 100% vested in all Company matching contributions.

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 1 - Continued

Distributions - Prior to the Plan merger, a participant could elect to receive a distribution of their vested account balance upon termination of service, death, disability, or retirement. Participants were able to withdraw funds from the deferral portion of their account upon the age of 59½ or for a financial hardship as defined in the plan document. The distributions were in the form of a lump-sum payment.

Administrative Expenses - The Plan paid investment management fees to the various fund managers based on the net assets of the individual funds. All such fees were charged directly against the fund's investment performance and are not separately disclosed in the accompanying financial statements. The Plan's administrative expenses may be paid out of Plan assets or by the Company. Certain administrative expenses were paid by the Company in 2010 and 2011.

Notes Receivable from Participants - Notes receivable from participants were collateralized by the participant's account balance in the Plan and bear interest at fixed rates that range from 4.25% to 9.5%. Loans must be greater than \$1,000 and may not exceed \$50,000 or 50% of the participant's vested account balance. Repayment terms may not exceed five years, except for home loans. Additional limitations may apply as described in the Plan document.

Forfeitures - At February 1, 2011, December 31, 2010 and December 31, 2009, forfeited non-vested accounts totaled \$0, \$11,100 and \$14,940, respectively. In 2011 and 2010, forfeitures of \$0 and \$31,210, respectively, were used to reduce amounts funded by the Company for matching contributions. Forfeitures of \$0 and \$7,272 were used to pay administrative expenses during 2011 and 2010, respectively.

Subsequent Events - The Plan's management has evaluated subsequent events through October 6, 2011, the date on which the Plan's financial statements were available to be issued.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on an accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts in the statement of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 2 - Continued

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements.

Excess Contributions Payable - Contributions received from participants for 2010 are net of payments of \$140,315 to be made in 2011 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant IRC limits and nondiscrimination provisions of the Plan. That amount is also included in the statements of net assets available for benefits as excess contributions payable and does not include accrued investment earnings or losses at December 31, 2010.

Payment of Benefits - Benefits are recorded when paid. As of February 1, 2011, December 31, 2010 and December 31, 2009, no amounts had been requested for payment by participants, but not yet paid.

New Accounting Pronouncements - In September 2010, the Financial Accounting Standards Board issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. That guidance requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. The Plan adopted this new guidance in its December 31, 2010 financial statements and has reclassified participant loans of \$728,200 as of December 31, 2009 from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Note 3 - Fair Value Measurements

U.S. GAAP 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) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

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.

Mutual Funds - Valued at quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year-end.

Money Market Fund - Valued at cost plus accrued interest, which approximates fair value.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31 (Levels 1, 2, and 3 are defined above):

<i>Fair Value Measurements as of December 31, 2010</i>				
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Mutual funds-				
Domestic equity - large cap	\$ 6,361,641	\$ -	\$ -	\$ 6,361,641
Domestic equity - mid cap	2,375,750			2,375,750
Domestic equity - small cap	551,271			551,271
International equity	1,677,364			1,677,364
Target date / balanced funds	4,033,722			4,033,722
Fixed income	2,338,056			2,338,056
Total mutual funds	17,337,804			17,337,804
Money market funds	1,888,207			1,888,207
	\$ 19,226,011	\$ -	\$ -	\$ 19,226,011
<i>Fair Value Measurements as of December 31, 2009</i>				
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Mutual funds-				
Domestic equity - large cap	\$ 5,895,827	\$ -	\$ -	\$ 5,895,827
Domestic equity - mid cap	2,261,869			2,261,869
Domestic equity - small cap	518,933			518,933
International equity	1,612,172			1,612,172
Target date / balanced funds	3,405,942			3,405,942
Fixed income	1,840,948			1,840,948
Total mutual funds	15,535,691			15,535,691
Money market funds	2,464,059			2,464,059
	\$ 17,999,750	\$ -	\$ -	\$ 17,999,750

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 4 - Investments

The following table presents the fair values of investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2010</u>	<u>2009</u>
Mutual Funds-		
Fidelity Contrafund	\$ 2,617,120	\$ 2,437,924
Fidelity Low-Priced Stock Fund	2,330,256	2,231,556
PIMCO Total Return Admin Fund	2,303,734	1,840,948
Invesco International Growth Fund A	1,617,028	*
Fidelity Spartan 500 Index Fund	1,375,135	1,315,264
Fidelity Freedom 2020 Fund	1,336,250	1,101,632
Victory Diversified Stock Fund A	1,246,498	1,098,519
Fidelity Diversified International Fund	*	1,549,471
Money Market Fund-		
Fidelity Retirement Money Market Fund	1,888,207	2,646,059

* Does not represent 5% or more of the Plan's net assets for that year.

Note 5 - Certified Investment Information

The Plan's management elected the method of compliance 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 scope of the independent accountants' audit did not extend to information certified by the trustee, Fidelity Management Trust Company (Fidelity). The Plan's management has obtained certification from the trustee that the following information included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value of investments as of February 1, 2011, December 31, 2010 and December 31, 2009;
- Investment income earned for the period ended February 1, 2011 and the year ended December 31, 2010; and
- Investment transactions for the period ended February 1, 2011 and the year ended December 31, 2010.

Note 6 - Party-In-Interest Transactions

Certain Plan investments consist of mutual funds and a money market fund managed by Fidelity and its affiliates. Fidelity is the recordkeeper, trustee and custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for recordkeeping services amounted to \$13,165 and \$28,412 for the period ended February 1, 2011 and the year ended December 31, 2010, respectively.

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 7 - Tax Status

The Company adopted a Fidelity volume submitter plan document effective November 25, 2009. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan was designed and 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.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 8 - Risks and Uncertainties

The Plan provided for various investment options that invest in a combination of stocks, bonds, fixed income securities, and other 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at February 1, 2011, December 31, 2010 and December 31, 2009:

	<i>February 1, 2011</i>	<i>December 31, 2010</i>	<i>December 31, 2009</i>
Net assets available for benefits per financial statements	\$ -	\$ 19,844,015	\$ 18,659,866
Less contributions receivable			(29,295)
Add excess contributions payable per the financial statements		140,315	97,379
Net Assets per Form 5500	\$ -	\$ 19,984,330	\$ 18,727,950

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 9 - Continued

The following is a reconciliation of the net (decrease) increase in net assets available for benefits per the financial statements to the Form 5500 for the period ended February 1, 2011 and the year ended December 31, 2010:

<i>For the Period and Year Ended</i>	<i>February 1, 2011</i>	<i>December 31, 2010</i>
	<u> </u>	<u> </u>
Net (decrease) increase in net assets available for benefits per financial statements	\$ (324,881)	\$ 1,184,149
Add excess contributions payable refunded in 2011		140,315
December 31, 2009 contributions receivable		29,295
Less excess contributions payable refunded in 2010		<u>(97,379)</u>
Net (Loss) Income per Form 5500	<u>\$ (324,881)</u>	<u>\$ 1,256,380</u>

The following is a reconciliation of the transfer of assets per the financial statements to the Form 5500 for the period ended February 1, 2011:

<i>For the Period Ended</i>	<i>February 1, 2011</i>
	<u> </u>
Transfer to Willbros Employees' 401(k) Investment Plan per financial statements	\$ (19,519,134)
Less excess contributions payable at December 31, 2010	<u>(140,315)</u>
Transfer of Assets From this Plan per Form 5500	<u>\$ (19,659,449)</u>

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 10 - Nonexempt Transactions

Management determined that there were instances during 2010 and 2009 where employee deferral contributions and loan repayments were not segregated from the general assets of the Company on a timely basis according to Department of Labor's (DOL) regulations. Late remittances of participant deferrals and loan repayments constitute nonexempt prohibited transactions under ERISA and have been reported separately in the supplementary information to the financial statements. Late deposits in 2010 and 2009 totaled \$9,913 and \$81,040, respectively. The Company calculated the amount of lost earnings attributed to the 2009 late deposits and restored the lost earnings during the 2010 Plan year. The Company is currently working with its third party administrator to quantify and restore lost earnings to participant accounts affected by 2010 delinquent deferral contributions and loan repayments.

During 2007, the Plan underwent a DOL investigation. At that time, the DOL determined that Company matching contributions attributed to late participant deferral remittances constitute late deposits. In total, \$3,136 and \$31,546 of Company matching contributions for the Plan years ended December 31, 2010 and 2009, respectively, were identified by management as delinquent based on thresholds determined by the DOL. During 2010, the Company deposited lost earnings related to delinquent 2009 matching contributions. The Company is currently working with its third party administrator to quantify and restore lost earnings to participant accounts affected by delinquent 2010 matching contributions.

SUPPLEMENTARY INFORMATION

INFRASTRUX 401(k) PLAN

Attachment to IRS Form 5500, Schedule H, Line 4(a)
Schedule of Delinquent Participant Contributions and Loan Repayments

Employer: InfrastruX Group, Inc.

EIN: 91-2063014

Plan No.: 001

Plan Year	Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002 - 51
	Check Here if Late Participant Loan Repayments are Included: <input checked="" type="checkbox"/>	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2010 Form 5500	\$90,953	\$9,913	\$81,040		
2011 Form 5500	\$9,913	\$9,913			

See independent auditors' report.

INFRASTRUX 401(k) PLAN

Attachment to IRS Form 5500, Schedule H, Line 4(i) **Schedule of Assets Held as of December 31, 2010**

Employer: Infrastrux Group, Inc.

EIN: 91-2063014

Plan No.: 001

(a)	(b) Identity of Issuer, 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 Contrafund	**	\$ 2,617,120
*	Fidelity	Fidelity Low-Priced Stock Fund	**	2,330,256
	PIMCO	PIMCO Total Return Admin Fund	**	2,303,734
*	Fidelity	Fidelity Retirement Money Market Fund	**	1,888,207
	Invesco	International Growth Fund A	**	1,617,028
*	Fidelity	Spartan 500 Index Fund	**	1,375,135
*	Fidelity	Fidelity Freedom 2020 Fund	**	1,336,250
	Victory	Victory Diversified Stock Fund A	**	1,246,498
*	Fidelity	Fidelity Freedom 2030 Fund	**	777,669
	MainStay	MainStay Large Cap Growth Fund - Class R1	**	664,578
*	Fidelity	Fidelity Freedom 2010 Fund	**	527,823
	Morgan Stanley	Morgan Stanley Institutional Fund - Small Co Growth Portfolio	**	480,579
	Eaton Vance	Eaton Large Cap Value A	**	458,310
*	Fidelity	Fidelity Freedom 2015 Fund	**	313,380
*	Fidelity	Fidelity Freedom 2040 Fund	**	288,176
*	Fidelity	Fidelity Freedom 2035 Fund	**	201,420
*	Fidelity	Fidelity Freedom 2025 Fund	**	195,683
*	Fidelity	Fidelity Freedom 2000 Fund	**	182,168
*	Fidelity	Fidelity Freedom Income Fund	**	152,053
	Allianz	Allianz NFJ Small Cap Value AD	**	70,692
	Dodge & Cox	Dodge & Cox International Stock	**	60,336
	Wells Fargo	Wells Fargo Advantage Discovery Inv	**	45,494
*	Fidelity	Fidelity Freedom 2050 Fund	**	36,327
	Wells Fargo	Wells Fargo High Income Inv	**	34,322
*	Fidelity	Fidelity Freedom 2045 Fund	**	17,438
*	Fidelity	Fidelity Freedom 2005 Fund	**	5,335
*	Participant Loans	Maturity through June 2017, interest rates ranging from 4.25% - 9.50%	-0-	758,319
Total				\$ 19,984,330

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

INFRASTRUX 401(k) PLAN

Financial Statements

For the Period Ended February 1, 2011 and the
Year Ended December 31, 2010

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Independent Auditors' Report***To the InfrastruX 401(k) Plan Administrative Committee
InfrastruX 401(k) Plan
Kent, Washington***

We were engaged to audit the accompanying statements of net assets available for benefits of InfrastruX 401(k) Plan (the Plan) as of February 1, 2011, December 31, 2010 and December 31, 2009, and the related statements of changes in net assets available for benefits for the period ended February 1, 2011 and the year ended December 31, 2010 and supplementary information as of December 31, 2010 and for the period ended February 1, 2011 and year ended December 31, 2010. These financial statements and supplementary information are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of February 1, 2011, December 31, 2010 and December 31, 2009, and for the period ended February 1, 2011 and the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

As further discussed in Note 1 to the financial statements, the Board of Managers of InfrastruX Group, LLC, the successor-in-interest to the Plan sponsor InfrastruX Group, Inc., voted on February 1, 2011 to merge the Plan into a successor plan effective February 1, 2011.

CLARK NUBER

Certified Public
Accountants
and Consultants

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 supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, 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.

Clark Nuber P.S.

Certified Public Accountants
October 6, 2011

INFRASTRUX 401(k) PLAN

Statements of Net Assets Available for Benefits

	<i>February 1, 2011</i>	<i>December 31, 2010</i>	<i>December 31, 2009</i>
	<u> </u>	<u> </u>	<u> </u>
Assets:			
Investments, at fair value-			
Mutual funds	\$ -	\$ 17,337,804	\$ 15,535,691
Money market fund		1,888,207	2,464,059
	<u> </u>	<u> </u>	<u> </u>
Total investments at fair value		19,226,011	17,999,750
Receivables-			
Employer contributions			21,213
Employee contributions			8,082
Notes receivable from participants		758,319	728,200
	<u> </u>	<u> </u>	<u> </u>
Total receivables		758,319	757,495
	<u> </u>	<u> </u>	<u> </u>
Total Assets		19,984,330	18,757,245
Liabilities:			
Excess contributions payable		140,315	97,379
	<u> </u>	<u> </u>	<u> </u>
Total Liabilities		140,315	97,379
	<u> </u>	<u> </u>	<u> </u>
Net Assets Available for Benefits	<u><u>\$ -</u></u>	<u><u>\$ 19,844,015</u></u>	<u><u>\$ 18,659,866</u></u>

See accompanying notes.

INFRASTRUX 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

	<i>For the Plan Period and Year Ended</i>	<i>February 1, 2011</i>	<i>December 31, 2010</i>
		<u> </u>	<u> </u>
Additions to Net Assets:			
Contributions-			
Employee		\$ -	\$ 727,339
Employer			329,740
		<u> </u>	<u> </u>
Total contributions			1,057,079
Investment income-			
Interest and dividends		7,986	420,384
Net appreciation in fair value of investments		181,660	1,765,282
		<u> </u>	<u> </u>
Total investment income		189,646	2,185,666
		<u> </u>	<u> </u>
Total Additions		189,646	3,242,745
Deductions from Net Assets:			
Benefits paid to participants		501,362	2,030,184
Administrative fees		13,165	28,412
		<u> </u>	<u> </u>
Total Deductions		514,527	2,058,596
		<u> </u>	<u> </u>
Net (Decrease) Increase in Net Assets Available for Benefits before Transfer		(324,881)	1,184,149
Transfer to Willbros Employees' 401(k) Investment Plan		(19,519,134)	
Net Assets Available for Benefits:			
Beginning of period		19,844,015	18,659,866
		<u> </u>	<u> </u>
End of Period		\$ -	\$ 19,844,015
		<u> </u>	<u> </u>

See accompanying notes.

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 1 - Description of the Plan

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

General - The Plan was established on September 1, 1989 as a defined contribution plan covering all eligible employees of Infrastrux Group, Inc. and certain employer members of its controlled group. Employer members of the controlled group participating in the Plan included UTILX Corporation, Lineal Industries, Trafford Corporation, and InterCon Construction, Inc. (Infrastrux Group, Inc. and participating employer members are collectively referred to as "the Company"). Eligible participants must have completed three months of service and be age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Termination - In June 2010, the Company's assets were acquired and the Board of Directors elected to freeze the Plan effective July 1, 2010 (freeze date). As a result, no new participants were admitted to the Plan and contributions ceased. In addition, participants became fully vested in their account balances. On February 1, 2011, the Board of Managers of Infrastrux Group, LLC, the successor-in-interest to the Plan sponsor Infrastrux Group, Inc., voted to merge the Plan into the successor plan. The net assets of the Plan were transferred to the Willbros Employees' 401(k) Investment Plan on February 1, 2011.

Contributions - Prior to July 1, 2010, each active participant was able to elect to contribute at least 1% but not more than 75% of the participant's eligible compensation which excluded stock option income and fringe benefits. Participants who attained age 50 before the end of the Plan year were eligible to make catch-up contributions. Participants were permitted to contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participants who were employed by UTILX Corporation and Infrastrux Group, Inc. on December 31, 2002, and who remained continuously employed by UTILX Corporation or Infrastrux Group, Inc. since that date received a non-discretionary matching contribution of 75% of a participant's deferral up to 6% of the participant's eligible compensation deferred into the Plan. All other eligible participants received a non-discretionary matching contribution of 50% of a participant's deferral up to 6% of the participant's eligible compensation deferred into the Plan.

Contributions that exceed limits imposed by the Internal Revenue Code (IRC) are returned to participants.

Employee and employer contributions ceased July 1, 2010, in accordance with the freezing of the Plan noted above.

Participant Accounts - Each participant's account was credited with their voluntary contributions, Company matching contributions and an allocation of investment income or loss, net of management fees. Allocations are based on participant account balances or earnings, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants were able to change their investment fund allocations daily. The Plan agreement provides that the investments in each participant's account be allocated at the direction of each participant among the available funds.

Vesting - Participants are immediately vested in their voluntary contributions and any actual earnings thereon. All participants with account balances as of June 30, 2010, became 100% vested in all Company matching contributions.

INFASTRUX 401(k) PLAN

Notes to Financial Statements

Note 1 - Continued

Distributions - Prior to the Plan merger, a participant could elect to receive a distribution of their vested account balance upon termination of service, death, disability, or retirement. Participants were able to withdraw funds from the deferral portion of their account upon the age of 59½ or for a financial hardship as defined in the plan document. The distributions were in the form of a lump-sum payment.

Administrative Expenses - The Plan paid investment management fees to the various fund managers based on the net assets of the individual funds. All such fees were charged directly against the fund's investment performance and are not separately disclosed in the accompanying financial statements. The Plan's administrative expenses may be paid out of Plan assets or by the Company. Certain administrative expenses were paid by the Company in 2010 and 2011.

Notes Receivable from Participants - Notes receivable from participants were collateralized by the participant's account balance in the Plan and bear interest at fixed rates that range from 4.25% to 9.5%. Loans must be greater than \$1,000 and may not exceed \$50,000 or 50% of the participant's vested account balance. Repayment terms may not exceed five years, except for home loans. Additional limitations may apply as described in the Plan document.

Forfeitures - At February 1, 2011, December 31, 2010 and December 31, 2009, forfeited non-vested accounts totaled \$0, \$11,100 and \$14,940, respectively. In 2011 and 2010, forfeitures of \$0 and \$31,210, respectively, were used to reduce amounts funded by the Company for matching contributions. Forfeitures of \$0 and \$7,272 were used to pay administrative expenses during 2011 and 2010, respectively.

Subsequent Events - The Plan's management has evaluated subsequent events through October 6, 2011, the date on which the Plan's financial statements were available to be issued.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on an accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts in the statement of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 2 - Continued

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements.

Excess Contributions Payable - Contributions received from participants for 2010 are net of payments of \$140,315 to be made in 2011 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant IRC limits and nondiscrimination provisions of the Plan. That amount is also included in the statements of net assets available for benefits as excess contributions payable and does not include accrued investment earnings or losses at December 31, 2010.

Payment of Benefits - Benefits are recorded when paid. As of February 1, 2011, December 31, 2010 and December 31, 2009, no amounts had been requested for payment by participants, but not yet paid.

New Accounting Pronouncements - In September 2010, the Financial Accounting Standards Board issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. That guidance requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. The Plan adopted this new guidance in its December 31, 2010 financial statements and has reclassified participant loans of \$728,200 as of December 31, 2009 from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Note 3 - Fair Value Measurements

U.S. GAAP 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) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 3 - Continued

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.

Mutual Funds - Valued at quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year-end.

Money Market Fund - Valued at cost plus accrued interest, which approximates fair value.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31 (Levels 1, 2, and 3 are defined above):

	<i>Fair Value Measurements as of December 31, 2010</i>			
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Mutual funds-				
Domestic equity - large cap	\$ 6,361,641	\$ -	\$ -	\$ 6,361,641
Domestic equity - mid cap	2,375,750			2,375,750
Domestic equity - small cap	551,271			551,271
International equity	1,677,364			1,677,364
Target date / balanced funds	4,033,722			4,033,722
Fixed income	2,338,056			2,338,056
Total mutual funds	17,337,804			17,337,804
Money market funds	1,888,207			1,888,207
	\$ 19,226,011	\$ -	\$ -	\$ 19,226,011
	<i>Fair Value Measurements as of December 31, 2009</i>			
	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>	<i>Total</i>
Mutual funds-				
Domestic equity - large cap	\$ 5,895,827	\$ -	\$ -	\$ 5,895,827
Domestic equity - mid cap	2,261,869			2,261,869
Domestic equity - small cap	518,933			518,933
International equity	1,612,172			1,612,172
Target date / balanced funds	3,405,942			3,405,942
Fixed income	1,840,948			1,840,948
Total mutual funds	15,535,691			15,535,691
Money market funds	2,464,059			2,464,059
	\$ 17,999,750	\$ -	\$ -	\$ 17,999,750

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 4 - Investments

The following table presents the fair values of investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2010</u>	<u>2009</u>
Mutual Funds-		
Fidelity Contrafund	\$ 2,617,120	\$ 2,437,924
Fidelity Low-Priced Stock Fund	2,330,256	2,231,556
PIMCO Total Return Admin Fund	2,303,734	1,840,948
Invesco International Growth Fund A	1,617,028	*
Fidelity Spartan 500 Index Fund	1,375,135	1,315,264
Fidelity Freedom 2020 Fund	1,336,250	1,101,632
Victory Diversified Stock Fund A	1,246,498	1,098,519
Fidelity Diversified International Fund	*	1,549,471
Money Market Fund-		
Fidelity Retirement Money Market Fund	1,888,207	2,646,059

* Does not represent 5% or more of the Plan's net assets for that year.

Note 5 - Certified Investment Information

The Plan's management elected the method of compliance 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 scope of the independent accountants' audit did not extend to information certified by the trustee, Fidelity Management Trust Company (Fidelity). The Plan's management has obtained certification from the trustee that the following information included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value of investments as of February 1, 2011, December 31, 2010 and December 31, 2009;
- Investment income earned for the period ended February 1, 2011 and the year ended December 31, 2010; and
- Investment transactions for the period ended February 1, 2011 and the year ended December 31, 2010.

Note 6 - Party-In-Interest Transactions

Certain Plan investments consist of mutual funds and a money market fund managed by Fidelity and its affiliates. Fidelity is the recordkeeper, trustee and custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Fidelity for recordkeeping services amounted to \$13,165 and \$28,412 for the period ended February 1, 2011 and the year ended December 31, 2010, respectively.

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 7 - Tax Status

The Company adopted a Fidelity volume submitter plan document effective November 25, 2009. Fidelity received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which states that the volume submitter document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan was designed and 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.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 8 - Risks and Uncertainties

The Plan provided for various investment options that invest in a combination of stocks, bonds, fixed income securities, and other 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at February 1, 2011, December 31, 2010 and December 31, 2009:

	<u>February 1, 2011</u>	<u>December 31, 2010</u>	<u>December 31, 2009</u>
Net assets available for benefits per financial statements	\$ -	\$ 19,844,015	\$ 18,659,866
Less contributions receivable			(29,295)
Add excess contributions payable per the financial statements		140,315	97,379
Net Assets per Form 5500	<u><u>\$ -</u></u>	<u><u>\$ 19,984,330</u></u>	<u><u>\$ 18,727,950</u></u>

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 9 - Continued

The following is a reconciliation of the net (decrease) increase in net assets available for benefits per the financial statements to the Form 5500 for the period ended February 1, 2011 and the year ended December 31, 2010:

<i>For the Period and Year Ended</i>	<i>February 1, 2011</i>	<i>December 31, 2010</i>
	<u> </u>	<u> </u>
Net (decrease) increase in net assets available for benefits per financial statements	\$ (324,881)	\$ 1,184,149
Add excess contributions payable refunded in 2011		140,315
December 31, 2009 contributions receivable		29,295
Less excess contributions payable refunded in 2010		<u>(97,379)</u>
Net (Loss) Income per Form 5500	<u>\$ (324,881)</u>	<u>\$ 1,256,380</u>

The following is a reconciliation of the transfer of assets per the financial statements to the Form 5500 for the period ended February 1, 2011:

<i>For the Period Ended</i>	<i>February 1, 2011</i>
	<u> </u>
Transfer to Willbros Employees' 401(k) Investment Plan per financial statements	\$ (19,519,134)
Less excess contributions payable at December 31, 2010	<u>(140,315)</u>
Transfer of Assets From this Plan per Form 5500	<u>\$ (19,659,449)</u>

INFRASTRUX 401(k) PLAN

Notes to Financial Statements

Note 10 - Nonexempt Transactions

Management determined that there were instances during 2010 and 2009 where employee deferral contributions and loan repayments were not segregated from the general assets of the Company on a timely basis according to Department of Labor's (DOL) regulations. Late remittances of participant deferrals and loan repayments constitute nonexempt prohibited transactions under ERISA and have been reported separately in the supplementary information to the financial statements. Late deposits in 2010 and 2009 totaled \$9,913 and \$81,040, respectively. The Company calculated the amount of lost earnings attributed to the 2009 late deposits and restored the lost earnings during the 2010 Plan year. The Company is currently working with its third party administrator to quantify and restore lost earnings to participant accounts affected by 2010 delinquent deferral contributions and loan repayments.

During 2007, the Plan underwent a DOL investigation. At that time, the DOL determined that Company matching contributions attributed to late participant deferral remittances constitute late deposits. In total, \$3,136 and \$31,546 of Company matching contributions for the Plan years ended December 31, 2010 and 2009, respectively, were identified by management as delinquent based on thresholds determined by the DOL. During 2010, the Company deposited lost earnings related to delinquent 2009 matching contributions. The Company is currently working with its third party administrator to quantify and restore lost earnings to participant accounts affected by delinquent 2010 matching contributions.

SUPPLEMENTARY INFORMATION

INFRASTRUX 401(k) PLAN

Attachment to IRS Form 5500, Schedule H, Line 4(a)
Schedule of Delinquent Participant Contributions and Loan Repayments

Employer: InfrastruX Group, Inc.

EIN: 91-2063014

Plan No.: 001

Plan Year	Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002 - 51
	Check Here if Late Participant Loan Repayments are Included: <input checked="" type="checkbox"/>	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2010 Form 5500	\$90,953	\$9,913	\$81,040		
2011 Form 5500	\$9,913	\$9,913			

See independent auditors' report.

INFRASTRUX 401(k) PLAN

Attachment to IRS Form 5500, Schedule H, Line 4(i) **Schedule of Assets Held as of December 31, 2010**

Employer: Infrastrux Group, Inc.

EIN: 91-2063014

Plan No.: 001

(a)	(b) Identity of Issuer, 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 Contrafund	**	\$ 2,617,120
*	Fidelity	Fidelity Low-Priced Stock Fund	**	2,330,256
	PIMCO	PIMCO Total Return Admin Fund	**	2,303,734
*	Fidelity	Fidelity Retirement Money Market Fund	**	1,888,207
	Invesco	International Growth Fund A	**	1,617,028
*	Fidelity	Spartan 500 Index Fund	**	1,375,135
*	Fidelity	Fidelity Freedom 2020 Fund	**	1,336,250
	Victory	Victory Diversified Stock Fund A	**	1,246,498
*	Fidelity	Fidelity Freedom 2030 Fund	**	777,669
	MainStay	MainStay Large Cap Growth Fund - Class R1	**	664,578
*	Fidelity	Fidelity Freedom 2010 Fund	**	527,823
	Morgan Stanley	Morgan Stanley Institutional Fund - Small Co Growth Portfolio	**	480,579
	Eaton Vance	Eaton Large Cap Value A	**	458,310
*	Fidelity	Fidelity Freedom 2015 Fund	**	313,380
*	Fidelity	Fidelity Freedom 2040 Fund	**	288,176
*	Fidelity	Fidelity Freedom 2035 Fund	**	201,420
*	Fidelity	Fidelity Freedom 2025 Fund	**	195,683
*	Fidelity	Fidelity Freedom 2000 Fund	**	182,168
*	Fidelity	Fidelity Freedom Income Fund	**	152,053
	Allianz	Allianz NFJ Small Cap Value AD	**	70,692
	Dodge & Cox	Dodge & Cox International Stock	**	60,336
	Wells Fargo	Wells Fargo Advantage Discovery Inv	**	45,494
*	Fidelity	Fidelity Freedom 2050 Fund	**	36,327
	Wells Fargo	Wells Fargo High Income Inv	**	34,322
*	Fidelity	Fidelity Freedom 2045 Fund	**	17,438
*	Fidelity	Fidelity Freedom 2005 Fund	**	5,335
*	Participant Loans	Maturity through June 2017, interest rates ranging from 4.25% - 9.50%	-0-	758,319
Total				\$ 19,984,330

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.