Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
APPLIED BEHAVIOR CONSULTANTS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/28/2005

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

4540 HARLIN DRIVE
SACRAMENTO, CA 95826

2b Employer Identification Number (EIN)
68-0400630

2c Sponsor's telephone number
916-364-7800

2d Business code (see instructions)
621498

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

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

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

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

4540 HARLIN DRIVE
SACRAMENTO, CA 95826

3b Administrator's EIN
68-0400630

3c Administrator's telephone number
916-364-7800

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	269
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**	234
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	10
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	244
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	244
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	228
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	34
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2P 2Q 3I

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
APPLIED BEHAVIOR CONSULTANTS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
APPLIED BEHAVIOR CONSULTANTS, INC.

D Employer Identification Number (EIN)
68-0400630

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	62038	62038
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)		
(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)		
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	9937180	12175366
	(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	9999218	12237404
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i	3003334	2276277
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	3003334	2276277
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6995884	9961127

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)	840000	
	(B) Participants	2a(1)(B)		
	(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)		840000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2238186	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2238186
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3078186
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		112943
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		112943
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2965243
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) [X] 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 [X] No

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

(1) Name: CAMPBELL TAYLOR & COMPANY (2) EIN: 68-0251243

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		600000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
APPLIED BEHAVIOR CONSULTANTS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
APPLIED BEHAVIOR CONSULTANTS, INC.

D Employer Identification Number (EIN)
68-0400630

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

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): _____ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements of

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

December 31, 2010 and 2009

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Plan Benefits	2
Statement of Change in Net Assets Available for Plan Benefits - 2010	3
Statement of Change in Net Assets Available for Plan Benefits - 2009	4
Notes to Financial Statements	5 - 10
SUPPLEMENTAL SCHEDULE	
Schedule of Assets Held at End of Year	11

CTC CAMPBELL TAYLOR & COMPANY ♦ An Accountancy Corporation
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

Steven A. Campbell
Stephen B. Taylor
Linda L. House
Kelly L. O'Brien
E. Preston Hatch

INDEPENDENT AUDITOR'S REPORT

To the Plan Trustees
Applied Behavior Consultants, Inc. Employee Stock Ownership Plan
Sacramento, California

We have audited the accompanying statements of net assets available for plan benefits of Applied Behavior Consultants, Inc. Employee Stock Ownership Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of change in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan Trustees. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of Applied Behavior Consultants, Inc. Employee Stock Ownership Plan as of December 31, 2010 and 2009 and the change in net assets available for plan benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

As explained in Note 2, the Plan is an Employee Stock Ownership Plan and invests in common stock of the Plan Sponsor valued at $12,175,366 and $9,937,180 as of December 31, 2010 and 2009, respectively. An annual valuation of the common stock is prepared by an independent appraiser to value the Plan's investments. However, because of the inherent uncertainty of the valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material. The valuation is based, in part, on the underlying financial statements of the Plan Sponsor. The Plan Sponsor's financial statements do not include the outstanding plan loans as required by Generally Accepted Accounting Principles. This may have an effect on the valuation determined by the independent appraiser, and this effect on the Plan's investment in Plan Sponsor stock has not been determined.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental Schedule of Assets Held at End of Year for the year ended December 31, 2010 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Campbell Taylor & Company
An Accountancy Corporation

October 6, 2011
Roseville, California

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2010 and 2009

	2010	2009
ASSETS:		
Cash and cash equivalents	$ 62,038	$ 62,038
Investment in Applied Behavior Consultants, Inc. common stock, at fair value - allocated	6,066,016	3,740,837
Investment in Applied Behavior Consultants, Inc. common stock, at fair value - unallocated	6,109,350	6,196,343
Total assets	12,237,404	9,999,218
LIABILITIES:		
Loans payable	2,276,277	3,003,334
Total liabilities	2,276,277	3,003,334
Net assets available for plan benefits	$ 9,961,127	$ 6,995,884

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

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Year Ended December 31, 2010

	Allocated	Unallocated	Total
ADDITIONS TO NET ASSETS:			
Net appreciation in fair value of investments	$ 842,460	$ 1,395,726	$ 2,238,186
Employer contributions	-	840,000	840,000
Allocation of 2,436 shares of common stock at $608.77 per share	1,482,719	(1,482,719)	-
Total additions	2,325,179	753,007	3,078,186
DEDUCTIONS FROM NET ASSETS:			
Interest expense	-	112,943	112,943
Total deductions	-	112,943	112,943
Increase in net assets	2,325,179	640,064	2,965,243
Net assets available for plan benefits at beginning of year	3,802,875	3,193,009	6,995,884
Net assets available for plan benefits at end of year	$ 6,128,054	$ 3,833,073	$ 9,961,127

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

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Year Ended December 31, 2009

	Allocated	Unallocated	Total
ADDITIONS TO NET ASSETS:			
Net appreciation in fair value of investments	$ 1,022,085	$ 2,859,846	$ 3,881,931
Employer contributions	-	840,000	840,000
Allocation of 2,263 shares of common stock at $496.86 per share	1,124,392	(1,124,392)	-
Total additions	2,146,477	2,575,454	4,721,931
DEDUCTIONS FROM NET ASSETS:			
Interest expense	-	144,579	144,579
Total deductions	-	144,579	144,579
Increase in net assets	2,146,477	2,430,875	4,577,352
Net assets available for plan benefits at beginning of year	1,656,398	762,134	2,418,532
Net assets available for plan benefits at end of year	$ 3,802,875	$ 3,193,009	$ 6,995,884

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

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 1: DESCRIPTION OF PLAN

The following description of Applied Behavior Consultants, Inc. Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Applied Behavior Consultants, Inc. Employee Stock Ownership Plan became effective February 28, 2005 to provide retirement benefits for employees of Applied Behavior Consultants, Inc. (the "Plan Sponsor"). The Plan is a leveraged employee stock ownership plan (ESOP) under section 4975(e)(7) of the Internal Revenue Code (the "Code") and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan is administered by two employees of the Plan Sponsor.

The Plan is a defined contribution plan covering all eligible full-time employees. Participants are not permitted to make contributions to the Plan. The Plan is designed to invest primarily in the stock of the Plan Sponsor and may acquire such stock on a leveraged basis. In February 2005, the Plan purchased 20,000 shares of the Plan Sponsor's stock from two shareholders, which was financed through loans from the shareholders. As the Plan makes each payment of principal and interest, an appropriate percentage of stock is allocated to eligible employee accounts in accordance with applicable regulations under the Code. The loans are repaid by contributions from the Plan Sponsor to the Trust.

Plan Year

The Plan year begins January 1 and ends December 31.

Eligibility

Employees age twenty-one (21) years or older are eligible to participate in the Plan once they have completed one year of service with at least 1,000 hours of service.

Vesting

Participant accounts become fully vested after completing five years of service. The value of the participant's account becomes fully vested should the participant attain the normal retirement age, become permanently disabled or due to death.

Payment of Benefits

Upon termination of service, death, disability, or retirement, a participant may elect to receive a distribution in the form of either cash or Plan Sponsor common stock equal to the value of the participant's vested account balance. Benefits may be distributed in a single lump sum or installments.

Distributions of Plan Sponsor stock include a "put option", that if exercised, requires the Plan Sponsor to purchase the stock based on terms defined in the Plan document.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

Contributions
Plan Sponsor contributions are paid to the Plan as determined by the Board of Directors. Contributions must be made to pay any debt service on stock acquisition loans of the Plan. In addition, the Plan Sponsor may make a discretionary contribution to the Plan. Employees are not permitted to contribute to the Plan.

Allocations
Plan Sponsor contributions and released shares of Plan Sponsor stock are allocated to employee accounts based on the ratio of a participant's compensation to total participants' compensation, subject to IRS limitations. Stock purchases financed by the Plan are held in a loan suspense account and are allocated to participants when the debt obligations are repaid. At December 31, 2010 and 2009, 9,964 and 7,529 shares were allocated and 10,036 and 12,471 shares were unallocated, respectively.

Forfeitures
Any portion of the final balance in a participant's account which is not vested will become forfeited when the participant incurs a five-year break in service or, if earlier, when the participant's account has been completely distributed. All forfeitures are reallocated to the accounts of remaining participants as of the allocation date of the Plan year in which the forfeiture occurs. Forfeitures allocated to participant accounts totaled $384,732 and $388,441 for the years ended December 31, 2010 and 2009, respectively.

Diversification
Participants have diversification rights that require the Plan to repurchase Company shares and allow the participant to purchase other qualified investments. A participant who has reached age 55 and has ten (10) years of service in the Plan may diversify up to 25% of their account balance each year for the first five (5) years. The percentage is increased to 50% in the sixth year.

Voting Rights
Shares of Plan Sponsor stock in the Trust are voted by the trustees in such manner as they shall determine. With respect to certain corporate matters, each participant (or beneficiary) will be entitled to give confidential instruction to the trustees as to the voting of shares of Plan Sponsor stock then allocated to their Company stock account.

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

Administrative Expenses
The Plan Sponsor pays all significant Plan administrative expenses.

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation
The Plan maintains its records on an accrual basis. The accompanying financial statements have been prepared on an accrual basis in accordance with accounting principles generally accepted in the United States of America.

Benefits
Benefits are recorded when paid.

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Investments

The investment in employer stock is stated at fair market value as determined by an independent appraiser and approved by the Plan trustees. The appraised value per share was $608.77 and $496.86 as of December 31, 2010 and 2009, respectively. Because of the inherent uncertainty of the valuation, estimated and appraisal values of the investment in employer stock may differ significantly from values that would have been used had a ready market for such investments existed, and such differences could be material. The valuation is based, in part, on the underlying financial statements of the Plan Sponsor. The Plan Sponsor's financial statements do not include the outstanding Plan loans as required by Generally Accepted Accounting Principles. This may have an effect on the valuation determined by the independent appraiser, and this effect on the Plan's investment in Plan Sponsor stock has not been determined. The Plan Sponsor plans to adopt this policy in 2011.

Net appreciation in the fair value of investments is reflected in the statements of change in net assets available for plan benefits.

Estimates and Assumptions

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3: **INVESTMENTS OF PLAN ASSETS**

During the years ended December 31, 2010 and 2009, the Plan's investments held at year end appreciated in value as follows:

	2010	2009
Net unrealized appreciation in fair value of investments:		
Company stock	$2,238,186	$ 3,881,931

The Plan holds 20,000 shares of Plan Sponsor common stock as of December 31, 2010, of which 9,964 shares were allocated to participants of the Plan. In 2010 and 2009, 2,436 and 2,263 shares, respectively, of Plan Sponsor stock were allocated to participants' accounts. The ESOP owns 100% of Plan Sponsor stock outstanding.

NOTE 4: **LOANS PAYABLE**

In February 2005, the Plan purchased 20,000 shares of the Plan Sponsor's common stock from two (2) shareholders. The purchase was financed through two promissory notes of $2,450,000 each. The notes bear interest at the federal reserve rate plus 1% (4.25% at December 31, 2010). The loan will be repaid in annual installments through March 1, 2035.

Aggregate annual principal maturities on the loans payable are due as follows:

2011	$ 78,763
2012	94,516
2013	94,516
2014	94,516
2015	94,516
Thereafter	1,819,450
	$ 2,276,277

NOTE 5: **FAIR VALUE MEASUREMENTS**

The Financial Accounting Standards Board establishes a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority; Level 2 inputs include quoted market prices for identical or similar assets or liabilities in active or inactive markets or inputs other than quoted prices that are observable or corroborated by observable market data for the asset or liability; and Level 3 inputs have the lowest priority and are unobservable and significant to the fair value measurement. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

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

The 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.

Level 3 Fair Value Measurements
The fair value of Applied Behavior Consultants, Inc. common stock is determined using an independent appraisal as no ready market for the stock exists.

The following table sets forth by level within the fair value hierarchy, the Plan's financial assets that were accounted for at fair value on a recurring basis at December 31, 2010:

	Level 1	Level 2	Level 3
Investment in Plan Sponsor common stock	$ -	$ -	$ 12,175,366
	$ -	$ -	$ 12,175,366

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

The following table sets forth by level within the fair value hierarchy, the Plan's financial assets that were accounted for at fair value on a recurring basis at December 31, 2009:

	Level 1	Level 2	Level 3
Investment in Plan Sponsor common stock	$ -	$ -	$ 9,937,180
	$ -	$ -	$ 9,937,180

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

	Investment in Plan Sponsor Common Stock
Balance, beginning of year	$ 9,937,180
Unrealized gain relating to shares held at year-end	2,238,186
Balance, end of year	$ 12,175,366

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

	Investment in Plan Sponsor Common Stock
Balance, beginning of year	$ 6,055,249
Unrealized gain relating to shares held at year-end	3,881,931
Balance, end of year	$ 9,937,180

NOTE 6: **FEDERAL INCOME TAXES**

The Plan received a favorable determination letter from the Internal Revenue Service on November 4, 2005 stating that the Plan is a qualified plan as described in Section 401(a) of the Internal Revenue Code of 1986, as amended, and the underlying trust is exempt from federal income taxes under Section 501. The Plan has been amended since receiving this letter and the Plan Sponsor believes that the Plan is currently being operated in accordance with the applicable requirements of the Code. Accordingly, the financial statements do not reflect a provision from income taxes. Continued qualification of the Plan is dependent on its future compliance with the Plan document and IRS and DOL regulations.

NOTE 7: **SUBSEQUENT EVENTS**

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through October 6, 2011, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
EIN: 68-0400630 / PLAN: 002

SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2010

(a) Party in Interest	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Applied Behavior Consultants, Inc.	20,000 shares of common stock	$ 4,900,000	$12,175,366

**Party-in-interest*

Financial Statements of

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

December 31, 2010 and 2009

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Plan Benefits	2
Statement of Change in Net Assets Available for Plan Benefits - 2010	3
Statement of Change in Net Assets Available for Plan Benefits - 2009	4
Notes to Financial Statements	5 - 10
SUPPLEMENTAL SCHEDULE	
Schedule of Assets Held at End of Year	11

CTC CAMPBELL TAYLOR & COMPANY ♦ An Accountancy Corporation
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

Steven A. Campbell
Stephen B. Taylor
Linda L. House
Kelly L. O'Brien
E. Preston Hatch

INDEPENDENT AUDITOR'S REPORT

To the Plan Trustees
Applied Behavior Consultants, Inc. Employee Stock Ownership Plan
Sacramento, California

We have audited the accompanying statements of net assets available for plan benefits of Applied Behavior Consultants, Inc. Employee Stock Ownership Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of change in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan Trustees. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of Applied Behavior Consultants, Inc. Employee Stock Ownership Plan as of December 31, 2010 and 2009 and the change in net assets available for plan benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

As explained in Note 2, the Plan is an Employee Stock Ownership Plan and invests in common stock of the Plan Sponsor valued at $12,175,366 and $9,937,180 as of December 31, 2010 and 2009, respectively. An annual valuation of the common stock is prepared by an independent appraiser to value the Plan's investments. However, because of the inherent uncertainty of the valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material. The valuation is based, in part, on the underlying financial statements of the Plan Sponsor. The Plan Sponsor's financial statements do not include the outstanding plan loans as required by Generally Accepted Accounting Principles. This may have an effect on the valuation determined by the independent appraiser, and this effect on the Plan's investment in Plan Sponsor stock has not been determined.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental Schedule of Assets Held at End of Year for the year ended December 31, 2010 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Campbell Taylor & Company
An Accountancy Corporation

October 6, 2011
Roseville, California

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2010 and 2009

	2010	2009
ASSETS:		
Cash and cash equivalents	$ 62,038	$ 62,038
Investment in Applied Behavior Consultants, Inc. common stock, at fair value - allocated	6,066,016	3,740,837
Investment in Applied Behavior Consultants, Inc. common stock, at fair value - unallocated	6,109,350	6,196,343
Total assets	12,237,404	9,999,218
LIABILITIES:		
Loans payable	2,276,277	3,003,334
Total liabilities	2,276,277	3,003,334
Net assets available for plan benefits	$ 9,961,127	$ 6,995,884

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

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Year Ended December 31, 2010

	Allocated	Unallocated	Total
ADDITIONS TO NET ASSETS:			
Net appreciation in fair value of investments	$ 842,460	$ 1,395,726	$ 2,238,186
Employer contributions	-	840,000	840,000
Allocation of 2,436 shares of common stock at $608.77 per share	1,482,719	(1,482,719)	-
Total additions	2,325,179	753,007	3,078,186
DEDUCTIONS FROM NET ASSETS:			
Interest expense	-	112,943	112,943
Total deductions	-	112,943	112,943
Increase in net assets	2,325,179	640,064	2,965,243
Net assets available for plan benefits at beginning of year	3,802,875	3,193,009	6,995,884
Net assets available for plan benefits at end of year	$ 6,128,054	$ 3,833,073	$ 9,961,127

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

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Year Ended December 31, 2009

	Allocated	Unallocated	Total
ADDITIONS TO NET ASSETS:			
Net appreciation in fair value of investments	$ 1,022,085	$ 2,859,846	$ 3,881,931
Employer contributions	-	840,000	840,000
Allocation of 2,263 shares of common stock at $496.86 per share	1,124,392	(1,124,392)	-
Total additions	2,146,477	2,575,454	4,721,931
DEDUCTIONS FROM NET ASSETS:			
Interest expense	-	144,579	144,579
Total deductions	-	144,579	144,579
Increase in net assets	2,146,477	2,430,875	4,577,352
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The accompanying notes are an integral part of these financial statements.

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 1: DESCRIPTION OF PLAN

The following description of Applied Behavior Consultants, Inc. Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

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Plan Year

The Plan year begins January 1 and ends December 31.

Eligibility

Employees age twenty-one (21) years or older are eligible to participate in the Plan once they have completed one year of service with at least 1,000 hours of service.

Vesting

Participant accounts become fully vested after completing five years of service. The value of the participant's account becomes fully vested should the participant attain the normal retirement age, become permanently disabled or due to death.

Payment of Benefits

Upon termination of service, death, disability, or retirement, a participant may elect to receive a distribution in the form of either cash or Plan Sponsor common stock equal to the value of the participant's vested account balance. Benefits may be distributed in a single lump sum or installments.

Distributions of Plan Sponsor stock include a "put option", that if exercised, requires the Plan Sponsor to purchase the stock based on terms defined in the Plan document.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

Contributions
Plan Sponsor contributions are paid to the Plan as determined by the Board of Directors. Contributions must be made to pay any debt service on stock acquisition loans of the Plan. In addition, the Plan Sponsor may make a discretionary contribution to the Plan. Employees are not permitted to contribute to the Plan.

Allocations
Plan Sponsor contributions and released shares of Plan Sponsor stock are allocated to employee accounts based on the ratio of a participant's compensation to total participants' compensation, subject to IRS limitations. Stock purchases financed by the Plan are held in a loan suspense account and are allocated to participants when the debt obligations are repaid. At December 31, 2010 and 2009, 9,964 and 7,529 shares were allocated and 10,036 and 12,471 shares were unallocated, respectively.

Forfeitures
Any portion of the final balance in a participant's account which is not vested will become forfeited when the participant incurs a five-year break in service or, if earlier, when the participant's account has been completely distributed. All forfeitures are reallocated to the accounts of remaining participants as of the allocation date of the Plan year in which the forfeiture occurs. Forfeitures allocated to participant accounts totaled $384,732 and $388,441 for the years ended December 31, 2010 and 2009, respectively.

Diversification
Participants have diversification rights that require the Plan to repurchase Company shares and allow the participant to purchase other qualified investments. A participant who has reached age 55 and has ten (10) years of service in the Plan may diversify up to 25% of their account balance each year for the first five (5) years. The percentage is increased to 50% in the sixth year.

Voting Rights
Shares of Plan Sponsor stock in the Trust are voted by the trustees in such manner as they shall determine. With respect to certain corporate matters, each participant (or beneficiary) will be entitled to give confidential instruction to the trustees as to the voting of shares of Plan Sponsor stock then allocated to their Company stock account.

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

Administrative Expenses
The Plan Sponsor pays all significant Plan administrative expenses.

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation
The Plan maintains its records on an accrual basis. The accompanying financial statements have been prepared on an accrual basis in accordance with accounting principles generally accepted in the United States of America.

Benefits
Benefits are recorded when paid.

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Investments

The investment in employer stock is stated at fair market value as determined by an independent appraiser and approved by the Plan trustees. The appraised value per share was $608.77 and $496.86 as of December 31, 2010 and 2009, respectively. Because of the inherent uncertainty of the valuation, estimated and appraisal values of the investment in employer stock may differ significantly from values that would have been used had a ready market for such investments existed, and such differences could be material. The valuation is based, in part, on the underlying financial statements of the Plan Sponsor. The Plan Sponsor's financial statements do not include the outstanding Plan loans as required by Generally Accepted Accounting Principles. This may have an effect on the valuation determined by the independent appraiser, and this effect on the Plan's investment in Plan Sponsor stock has not been determined. The Plan Sponsor plans to adopt this policy in 2011.

Net appreciation in the fair value of investments is reflected in the statements of change in net assets available for plan benefits.

Estimates and Assumptions

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3: **INVESTMENTS OF PLAN ASSETS**

During the years ended December 31, 2010 and 2009, the Plan's investments held at year end appreciated in value as follows:

	2010	2009
Net unrealized appreciation in fair value of investments:		
Company stock	$2,238,186	$ 3,881,931

The Plan holds 20,000 shares of Plan Sponsor common stock as of December 31, 2010, of which 9,964 shares were allocated to participants of the Plan. In 2010 and 2009, 2,436 and 2,263 shares, respectively, of Plan Sponsor stock were allocated to participants' accounts. The ESOP owns 100% of Plan Sponsor stock outstanding.

NOTE 4: **LOANS PAYABLE**

In February 2005, the Plan purchased 20,000 shares of the Plan Sponsor's common stock from two (2) shareholders. The purchase was financed through two promissory notes of $2,450,000 each. The notes bear interest at the federal reserve rate plus 1% (4.25% at December 31, 2010). The loan will be repaid in annual installments through March 1, 2035.

Aggregate annual principal maturities on the loans payable are due as follows:

2011	$ 78,763
2012	94,516
2013	94,516
2014	94,516
2015	94,516
Thereafter	1,819,450
	$ 2,276,277

NOTE 5: **FAIR VALUE MEASUREMENTS**

The Financial Accounting Standards Board establishes a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority; Level 2 inputs include quoted market prices for identical or similar assets or liabilities in active or inactive markets or inputs other than quoted prices that are observable or corroborated by observable market data for the asset or liability; and Level 3 inputs have the lowest priority and are unobservable and significant to the fair value measurement. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

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

The 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.

Level 3 Fair Value Measurements
The fair value of Applied Behavior Consultants, Inc. common stock is determined using an independent appraisal as no ready market for the stock exists.

The following table sets forth by level within the fair value hierarchy, the Plan's financial assets that were accounted for at fair value on a recurring basis at December 31, 2010:

	Level 1	Level 2	Level 3
Investment in Plan Sponsor common stock	$ -	$ -	$ 12,175,366
	$ -	$ -	$ 12,175,366

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

The following table sets forth by level within the fair value hierarchy, the Plan's financial assets that were accounted for at fair value on a recurring basis at December 31, 2009:

	Level 1	Level 2	Level 3
Investment in Plan Sponsor common stock	$ -	$ -	$ 9,937,180
	$ -	$ -	$ 9,937,180

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

	Investment in Plan Sponsor Common Stock
Balance, beginning of year	$ 9,937,180
Unrealized gain relating to shares held at year-end	2,238,186
Balance, end of year	$ 12,175,366

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

	Investment in Plan Sponsor Common Stock
Balance, beginning of year	$ 6,055,249
Unrealized gain relating to shares held at year-end	3,881,931
Balance, end of year	$ 9,937,180

NOTE 6: **FEDERAL INCOME TAXES**

The Plan received a favorable determination letter from the Internal Revenue Service on November 4, 2005 stating that the Plan is a qualified plan as described in Section 401(a) of the Internal Revenue Code of 1986, as amended, and the underlying trust is exempt from federal income taxes under Section 501. The Plan has been amended since receiving this letter and the Plan Sponsor believes that the Plan is currently being operated in accordance with the applicable requirements of the Code. Accordingly, the financial statements do not reflect a provision from income taxes. Continued qualification of the Plan is dependent on its future compliance with the Plan document and IRS and DOL regulations.

NOTE 7: **SUBSEQUENT EVENTS**

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through October 6, 2011, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

APPLIED BEHAVIOR CONSULTANTS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
EIN: 68-0400630 / PLAN: 002

SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2010

(a) Party in Interest	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Applied Behavior Consultants, Inc.	20,000 shares of common stock	$ 4,900,000	$12,175,366

**Party-in-interest*

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

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

Name of plan

Applied Behavior Consultants, Inc. Employee Stock Ownership Plan

Employer Identification Number

68-0400630

Three-digit plan number ► 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Applied Behavior Consultants	20000 Shares Common Stock	4,900,000	12,175,366