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;
- [X] 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
BASTION TECHNOLOGIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

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

17625 EL CAMINO REAL
SUITE 330
HOUSTON, TX 77058

2b Employer Identification Number (EIN)
76-0586385

2c Sponsor's telephone number
281-280-9300

2d Business code (see instructions)
541700

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.	10/17/2011	ROSEMARIE EBDON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	ROSEMARIE EBDON
	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")
BASTION TECHNOLOGIES, INC.

17625 EL CAMINO REAL
SUITE 330
HOUSTON, TX 77058

3b Administrator's EIN
76-0586385

3c Administrator's telephone number
281-280-9300

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**	836
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**	578
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	186
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	768
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	768
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	596
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	52
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
BASTION TECHNOLOGIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BASTION TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
76-0586385

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

BANK OF AMERICA, N.A.

94-1687665

(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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 56 59 60 62 63 71 72	RECORDKEEPER	16043	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(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:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
BASTION TECHNOLOGIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BASTION TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
76-0586385

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT PRESERVATION TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6484011-001	C	3978641

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INDEX TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6575237-014	C	2401109

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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
BASTION TECHNOLOGIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BASTION TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
76-0586385

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	0	500
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	735722	755135
(2) Participant contributions	1b(2)	83641	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	205	55
(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)	818249	766118
(9) Value of interest in common/collective trusts	1c(9)	5478107	6379750
(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)	21105068	24659498
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	213026	141833

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	28434018	32702889
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		1587
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	1587
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	28434018	32701302

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)	755135	
	(B) Participants	2a(1)(B)	2757149	
	(C) Others (including rollovers)	2a(1)(C)	111619	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3623903
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)	50120	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		50120
	(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)	622614	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		622614
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		358057
(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)		1917430
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		6572124
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2217673	
(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)		2217673
f Corrective distributions (see instructions)	2f		621
g Certain deemed distributions of participant loans (see instructions)	2g		82407
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)	4139	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4139
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2304840
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		4267284
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: HAM, LANGSTON, & BREZINA, LLP (2) EIN: 76-0448495

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		500000
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
BASTION TECHNOLOGIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BASTION TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
76-0586385

Part I Distributions

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

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

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

EIN(s): 94-1687665

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):

BASTION TECHNOLOGIES 401(K) PLAN, formerly known as FUTURE SOURCE 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2010 and 2009

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as FUTURE SOURCE 401(K) PLAN")

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

11550 FUQUA, SUITE 475
HOUSTON, TEXAS 77034
PHONE (281) 481-1040
FAX (281) 481-8485
www.hlb-cpa.com

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator
Bastion Technologies 401(k) Plan (formerly known as Future Source 401(k) Plan):

We were engaged to audit the statements of net assets available for benefits of Bastion Technologies 401(k) Plan, formerly known as Future Source 401(k) Plan ("the Plan"), as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule H, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING Institutional Plan Services, LLC and Bank of America, N.A., the custodian and trustee, respectively, of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplemental schedule. We have been informed by the Plan Administrator that Bank of America, N.A. held the Plan's investment assets and executed investment transactions for the year ended December 31, 2010 and the period from August 3, 2009 to December 31, 2009 and that ING Institutional Plan Services, LLC held the Plan's investment assets and executed investment transactions for the period from January 1, 2009 to August 2, 2009. The Plan Administrator has obtained certifications from the custodian and trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the trustees is complete and accurate.

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

Ham, Langston & Brezina, L.L.P.

Houston, Texas
October 12, 2011

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

	2010	2009
Assets:		
Cash	$ 555	$ 205
Investments, at fair value	31,181,081	26,761,221
Receivables:		
Employer contributions	755,135	735,722
Participant contributions	-	83,641
Notes receivable from participants	766,118	818,249
Total receivables	1,521,253	1,637,612
Total assets	32,702,889	28,399,038
Liabilities:		
Excess contribution payable	1,587	-
Net assets available for benefits, at fair value	32,701,302	28,399,038
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	34,980
Net assets available for benefits	$ 32,701,302	$ 28,434,018

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

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2010 and 2009

	2010	2009
Investment income:		
Interest and dividends	$ 661,651	$ 284,781
Net appreciation in fair value of investments	2,236,450	3,904,644
Total investment income	2,898,101	4,189,425
Interest income on notes receivable from participants	50,120	49,363
Contributions:		
Employer	755,135	735,722
Participant	2,757,149	2,028,018
Participant rollovers	111,619	141,929
Total contributions	3,623,903	2,905,669
Total additions	6,572,124	7,144,457
Deductions from net assets attributable to:		
Benefits paid	2,300,701	2,512,687
Administrative expenses	4,139	88,580
Total deductions	2,304,840	2,601,267
Net increase in net assets available for benefits before transfer from Future Source MSFC S&MAS 401(k) Plan	4,267,284	4,543,190
Transfer of assets from Future Source MSFC S&MAS 401(k) Plan	-	5,164,103
Net increase in net assets available for benefits	4,267,284	9,707,293
Net assets available for benefits, beginning of year	28,434,018	18,726,725
Net assets available for benefits, end of year	$ 32,701,302	$ 28,434,018

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

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following brief description of the Bastion Technologies 401(k) Plan (the "Plan"), formerly known as Future Source 401(K) Plan, provides only general information. Participants should refer to the Plan document and the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan was established by Bastion Technologies, Inc. (the "Company"), effective January 1, 1988, as a defined contribution plan. The Plan was amended and restated, effective August 3, 2009, to change the name of the Plan, to reflect the provisions of the Pension Protection Act of 2006 and to change the service requirement hours for eligibility in the Plan. Subsequent to the August 3, 2009 amendment and restatement, the Plan was amended to comply with the latest laws and regulations. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During the period from January 1, 2009 to August 2, 2009, all employees of the Company who have attained the age of 18 and completed 1,000 hours of service are eligible to participate in the Plan, except (i) non-resident aliens and (ii) employees covered under a collective bargaining agreement, unless the collective bargaining agreement provides for participation in the Plan. Upon restatement of the Plan, effective August 3, 2009, the eligibility requirement of completion of 1,000 hours was changed to completion of one half year of service, as defined in the Plan document.

Effective July 31, 2009, the Future Source MSFC S&MAS 401(k) Plan merged into the Plan. The net assets transferred into the Plan consist of participant accounts totaling $5,164,103.

Administration

The Plan is administered by an administrator (the "Plan Administrator") appointed by the Company. Jorge Hernandez served as the Plan's trustee and ING Institutional Plan Services, LLC served as the Plan's custodian during the period from January 1, 2009 to August 2, 2009. Bank of America, N.A. served as the Plan's trustee and custodian during the year ended December 31, 2010 and the period from August 3, 2009 to December 31, 2009.

Contributions

The Plan permits participating employees to defer up to 75% of their annual compensation, as defined by the Plan document, not to exceed the limitation set forth in Section 402(g) ($16,500 in 2010 and 2009, respectively) of the Internal Revenue Code ("IRC"). Participants may make a special election to defer up to 100% of any bonus. Participants may make catch-up contributions, pre-tax contributions that exceed the annual elective deferral limit, during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions during 2010 and 2009 may not exceed $5,500, respectively. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

For all employees, except employees of the Marshall Space Flight Center Safety & Mission Assurance ("MSFC S&MA") contract, the Plan provides for the Company to make discretionary matching contributions equal to 100% of an employee's contributions up to the lesser of $1,300 or 5% of the employee's eligible compensation, as

1. Description of Plan, continued

Contributions, continued

defined, and 25% of the employee's contributions between $1,300 and 5% of eligible compensation, if any. The Plan provides for the Company to make non-discretionary matching contributions to employees of the MSFC S&MA contract equal to 100% of an employee's contributions up to the lesser of $2,200 or 5% of the employee's eligible compensation, as defined, and 25% of the employee's contributions between $2,200 and 5% of eligible compensation, if any. Employees of the MSFC S&MA contract are not eligible for the discretionary match. The Company's matching contributions to the Plan are made on an annual basis for employees who have completed at least 1000 hours and are employed on the last day of the Plan year. The Plan also provides that the Company may make annual discretionary Qualified Non-Elective Contributions ("QNEC") and profit sharing contributions. During 2010 and 2009, the Company made non-discretionary and discretionary matching contributions to the Plan of $766,118 and $735,722, respectively. The Company did not make discretionary QNEC contributions or profit sharing contributions during 2010 or 2009.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and the Plan's earnings or losses. Earnings and losses are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Vesting

Participants are immediately fully vested in their voluntary contributions, the Company's matching and QNEC contributions, plus actual earnings thereon. Participants become fully vested with respect to their share of Company profit sharing contributions after five years of employment as defined in the Plan document.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Principal and interest payments are made by means of payroll withholding according to the terms of the promissory note. Participant notes receivable are to be repaid over a period of 1 to 5 years including when the loan is used for the purchase of the participant's primary residence. The loans are secured by the balance in the participant's account and bear interest at prime rate as listed on the last business day of each month in the Wall Street Journal plus 2%. The interest rate is fixed on the day the loan is requested. Notes receivable from participants at December 31, 2010 and 2009 totaled $766,118 and $818,249, respectively, and bore interest rates from 5.25% to 10.25% per year during both years ended December 31, 2010 and 2009.

Payment of Benefits

Upon termination of service due to death, disability, retirement or separation from service, participants receive a lump-sum amount equal to the value of the vested interest in their account. Withdrawals from the Plan may also be made upon circumstances of financial hardship, in accordance with provisions specified in the Plan.

1. Description of Plan, continued

Forfeited Accounts

All Company contributions credited to a participant's account, but not vested, are forfeited by the participant upon distribution of the fully vested value of his or her account (or his or her designated beneficiary in the event of death). During the period from January 1, 2009 to August 2, 2009, the Plan allowed for forfeitures to be allocated among participants. Effective August 3, 2009, the Plan was amended to allow forfeitures to first be used to reduce employer contributions and then used to pay Plan expenses. No forfeitures were allocated to Plan participants during 2009 or used to reduce employer contributions or pay Plan expenses during 2010 or 2009. The balance in the forfeiture account was $1,623 and $1,437 at December 31, 2010 and 2009, respectively.

Administrative Expenses

Administrative expenses of the Plan may be paid by the Company or by the Plan. During 2010 and 2009, the Company paid $17,000 and $6,138, respectively, of administrative expenses on behalf of the Plan.

2. Summary of Significant Accounting Policies

Financial Accounting Standards Board Codification

In June 2009, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification TM and the Hierarchy of Generally Accepted Accounting Principles* ("SFAS No. 168"). The FASB Accounting Standards Codification TM, ("Codification" or "ASC") became the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities. SFAS No. 168 is effective for all financial statements issued for interim and annual periods ending after September 15, 2009. On the effective date of SFAS No. 168, the Codification superseded all then-existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification became non-authoritative.

Following SFAS No. 168, the FASB will no longer issue new standards in the form of Statements, FASB Staff Positions ("FSP"), FASB Interpretations ("FIN"), or Emerging Issues Task Force Abstracts ("EITF"); instead, it will issue Accounting Standards Updates ("ASUs"). The FASB will not consider ASUs as authoritative in their own right; rather, these updates will serve only to update the Codification, provide background information about the guidance, and provide the bases for conclusions on the change(s) in the Codification. SFAS No. 168 is incorporated in ASC Topic 105, *Generally Accepted Accounting Principles*. The Plan adopted SFAS No. 168 for the year ended December 31, 2009, and the Plan will provide reference in its financial statements to both the Codification topic reference and the previously authoritative references related to the Codification topics and subtopics, as appropriate.

Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Summary of Significant Accounting Policies, continued

Basis of Accounting, continued

As described in ASC 962, *Defined Contribution Pension Plans* (formerly FSP AAG INV-1 and SOP 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans*), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Investments in the accompanying Statements of Net Assets Available for Benefits include common collective trusts, which are fully benefit-responsive investment contracts. As required, the Statements of Net Assets Available for Benefits present the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

On October 6, 2010 the trustee managing the Merrill Lynch Retirement Preservation Trust ("MLRPT"), the Plan's common collective trust investment option, elected to liquidate the MLRPT and redeem the shares at their contract value. This election terminated the fully benefit responsive aspect of the investment, as such there was no noted difference in value as of December 31, 2010 between the investment's contract value and its fair value. The MLRPT completed the liquidation to the participants of the Plan on February 28, 2011.

Use of Estimates

The preparation of 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 net assets available for benefits, changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2009, the FASB issued ASC Topic 855, *Subsequent Events* (formerly known as SFAS No. 165, *Subsequent Events*), which establishes general standards of accounting for and disclosure of events that occur after the date of the Statement of Net Assets Available for Benefits but before financial statements are issued or available to be issued. ASC Topic 855 defines (i) the period after the date of the Statement of Net Assets Available for Benefits during which a Plan's management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which the Plan should recognize events or transactions occurring after the date of the Statement of Net Assets Available for Benefits in its financial statements, and (iii) the disclosures the Plan should make about events or transactions that occurred after the date of the Statement of Net Assets Available for Benefits. ASC Topic 855 was adopted effective for the year ended December 31, 2009; however, its adoption did not have a significant impact on the Plan's financial statements.

In January 2010, ASC Topic 820 (formerly known as SFAS No. 157, Fair Value Measurements), was amended to require expanded disclosures related to 1) transfers in and out of Levels 1 and 2 fair value measurements, and 2) presentation of gross versus net information in the roll forward activity for Level 3 fair value measurements. In addition, the amendment clarified disclosures regarding disaggregation, inputs and valuation techniques. The amendment has been adopted in the Plan's 2010 financial statements, except for the change in the roll forward activity for Level 3 fair value measurements, which is effective for the Plan's 2011 financial statements. Since

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements, continued

this standard impacts disclosure requirements only, its adoption did not have a material impact on the Plan's financial statements.

In September 2010, ASC Topic 962, *"Plan Accounting – Defined Contribution Pension Plans,"* was amended to require notes receivable from participants to be measured at their unpaid principal balance plus any accrued but unpaid interest and to be classified separately as notes receivable from participants. Previously, notes receivable from participants were measured at fair value and classified as investments. This guidance is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. This guidance was adopted in the Plan's 2010 financial statements and did not effect or change the reported value of notes receivable from participants as of December 31, 2010 or 2009.

In May 2011, additional amendments were made to ASC Topic 820 Fair Value Measurements and Disclosures (formerly known as SFAS No. 157, Fair Value Measurements), to clarify the application of existing fair value measurements and disclosures, including the requirement to disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. These amendments are effective for the Plan's 2012 financial statements. The adoption of these amendments is not expected to have a material effect on the Plan's financial statements.

Investment Valuation

The Plan's investments are stated at fair market value. Shares of registered investment companies (mutual funds) are valued at quoted market-prices in active markets, which represent the net asset value of shares held by the Plan at the end of the reporting period. The Plan's interest in the common collective trusts is valued based on information reported by the investment advisor using the audited financial statements of the common collective trusts at the end of the reporting period. The self-directed brokerage accounts are valued using a variety of methods based on the nature of the underlying assets, but primarily valued at the closing price reported for the active market on which the individual securities are traded.

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as unrealized appreciation (depreciation) of investments held at the end of the reporting period. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risks and Uncertainties

The Plan provides for various investment options. These investments are exposed to market risk, which generally means there is a risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Benefit Payments

Benefits are recorded when paid.

Reclassifications

Certain amounts in the 2009 financial statements have been reclassified to conform to the 2010 financial statement presentation. Such reclassifications had no effect on net assets available for benefits or the changes in net assets available for benefits.

3. Investments

The following investments each represent 5% or more of the Plan's net assets at December 31, 2010 and 2009:

	2010	2009
Janus Balanced Fund Class A	$ 5,712,888	$ 5,384,943
American Funds Growth Fund of America Class R	4,321,385	4,111,814
Merrill Lynch Retirement Preservation Trust	3,978,641	*
Columbia U.S. Treasury Index Fund A	2,446,132	2,316,314
Merrill Lynch Equity Index Trust II	2,401,109	1,999,545
American Funds Washington Mutual Investor Fund R3	2,197,275	2,007,104
MFS International Value Fund A	1,812,666	1,458,742
Lazard Emerging Markets Open	1,650,901	*
Union Bond & Trust Company Morley Stable Value Fund	*	2,781,276
Investments less than 5% of the Plan's net assets	6,660,084	6,701,483
Total investments at fair value	$ 31,181,081	$ 26,761,221

* Not applicable in period indicated

During the years ended December 31, 2010 and 2009, the Plan's investments, including realized gains and losses on investments sold during the year and unrealized appreciation (depreciation) on investments held at the end of the year, appreciated in value as follows:

	2010	2009
Registered investment companies (mutual funds)	$ 1,917,430	$ 3,610,714
Common collective trusts	319,020	293,930
Net appreciation in fair value of investments	$ 2,236,450	$ 3,904,644

4. Fair Value Measurements

ASC Topic 820, formerly SFAS No. 157, 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 and liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

4. Fair Value Measurements, continued

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

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

Common collective trusts: Valued based on information reported in the audited financial statements of the common collective trust at year-end.

Self-directed brokerage accounts: Valued at the closing price reported on the active market on which the individual securities are traded.

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

4. Fair Value Measurements, continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value at December 31, 2010

	Level 1	Level 2	Level 3	Total
Registered investment companies (mutual funds):				
Balanced funds	$ 9,780,530	$ -	$ -	$ 9,780,530
Value funds	6,092,173	-	-	6,092,173
Growth funds	5,196,958	-	-	5,196,958
Bond funds	3,589,837	-	-	3,589,837
Total mutual funds	24,659,498	-	-	24,659,498
Common collective trusts	-	6,379,750	-	6,379,750
Self-directed brokerage accounts	141,833	-	-	141,833
Total investments at fair value	$ 24,801,331	$ 6,379,750	$ -	$ 31,181,081

Assets at Fair Value at December 31, 2009

	Level 1	Level 2	Level 3	Total
Registered investment companies (mutual funds):				
Balanced funds	$ 8,590,208	$ -	$ -	$ 8,590,208
Value funds	4,839,353	-	-	4,839,353
Growth funds	4,798,490	-	-	4,798,490
Bond funds	2,877,017	-	-	2,877,017
Total mutual funds	21,105,068	-	-	21,105,068
Common collective trusts	-	5,443,127	-	5,443,127
Self-directed brokerage accounts	213,026	-	-	213,026
Total investments at fair value	$ 21,318,094	$ 5,443,127	$ -	$ 26,761,221

Level 3 Gains and Losses

The Plan did not participate in any investments considered to be Level 3 investments during 2010 or 2009.

5. Information Certified by the Plan's Trustees (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustees have certified that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2010 and 2009:

	2010	2009
Registered investment companies (mutual funds)	$ 24,659,498	$ 21,105,068
Common collective trusts, at fair value	$ 6,379,750	$ 5,478,107
Self-directed brokerage accounts	$ 141,833	$ 213,026
Notes receivable from participants	$ 766,118	$ 818,249

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009:

	2010	2009
Investment income:		
Dividends and interest	$ 661,651	$ 284,781
Net appreciation in fair value of registered investment companies	1,917,430	3,610,714
Net appreciation in fair value of common collective trusts	319,020	293,930
Total net appreciation	2,236,450	3,904,644
Total investment income	2,898,101	4,189,425
Interest income on notes receivable from participants	50,120	49,363
Total income	$ 2,948,221	$ 4,238,788

5. Information Certified by the Plan's Trustee (Unaudited), continued

c. All information included in Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown in the supplemental schedule.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. Party-in-Interest Transactions

Certain Plan investments are in accounts managed by the Plan Trustee or investment advisor and the Plan allows for participants to borrow from their vested account balance. These transactions qualify as party-in-interest transactions, as defined by ERISA. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

7. Tax Status

The Plan is based on a non-standardized prototype plan. The prototype plan received an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

8. Plan Termination

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

9. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2010 and 2009:

	2010	2009
Net increase in net assets available for benefits per the financial statements	$ 4,267,284	$ 9,707,293
Additional employer contribution receivable – prior year	-	3,619
Other	(150)	-
Net increase (decrease) in net assets available for benefits per Form 5500	$ 4,267,134	$ 9,710,912

10. Subsequent Events

Plan management has evaluated subsequent events through October 12, 2011, which is the date the financial statements were issued, and has concluded that there are no significant subsequent events to report.

SUPPLEMENTAL SCHEDULE

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2010

EIN: 76-0586385
PN: 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	(e) Current Value***	
	Janus	Mutual Fund – Balanced Fund Class A	$ 5,712,888	**
	American Funds	Mutual Fund – Growth Fund of America Class R	4,321,385	**
*	Merrill Lynch	Common Collective Trust – Retirement Preservation Trust	3,978,641	**
	Columbia	Mutual Fund – U.S. Treasury Index Fund A	2,446,132	**
*	Merrill Lynch	Common Collective Trust – Equity Index Trust II	2,401,109	**
	American Funds	Mutual Fund – Washington Mutual Investor Fund R3	2,197,275	**
	MFS	Mutual Fund – International Value Fund A	1,812,666	**
	Lazard	Mutual Fund – Emerging Markets Open Fund	1,650,901	**
	Van Kampen	Mutual Fund – Small-Cap Value Fund	1,422,375	
	Invesco	Mutual Fund – Small-Cap Growth Fund Class A	875,573	
	Franklin Templeton Investments	Mutual Fund – Global Bond Fund Class A	801,159	
	Invesco	Mutual Fund – Mid-Cap Core Equity Fund A	734,341	
	Perkins	Mutual Fund – Mid-Cap Value Fund Class A	659,857	
	Invesco	Mutual Fund – Real Estate Fund Class A	622,677	
	Dreyfus	Mutual Fund – Small-Cap Equity A	569,561	
	American Funds	Mutual Fund – EuroPacific Growth Fund R3	490,162	
	Prudential Investments	Mutual Fund – Core Bond Enhanced Index Fund	342,546	
*	Merrill Lynch	Self Directed Brokerage Accounts	141,833	
*	Notes Receivable from Participants	Notes receivable from participants, interest rates from 5.25% to 10.25%	766,118	
		Total investments	$ 31,947,199	

* Represents a party-in-interest.
** Represents investment comprising at least 5% of net assets available for benefits.
*** Cost information is not presented because all investments are participant directed.

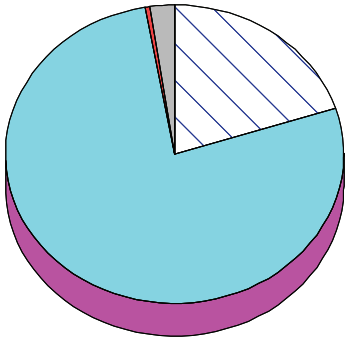
STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2010 - 12/31/2010

BASTION TECHNOLOGIES 401(K) PLAN

CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 20.03% COMMON / COLLECTIVE TRUSTS
- 0.45% OTHER ASSETS
- 0.00% PENDING SETTLEMENT FUNDS
- 77.41% MUTUAL FUNDS
- 2.41% LOANS
- 0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
COMMON / COLLECTIVE TRUSTS					
ML EQUITY INDEX TRUST II	22,994.7236	104.420	1,938,711.78	2,401,109.04	7.54%
ML RET PRESERVATION TRUST	3,978,641.3200	1.000	3,978,641.32	3,978,641.32	12.49%
TOTAL COMMON / COLLECTIVE TRUSTS			5,917,353.10	6,379,750.36	20.03%
MUTUAL FUNDS					
LAZARD EMERGING MARKETS OPEN	74,398.4453	22.190	1,310,389.07	1,650,901.50	5.18%
JANUS BALANCED FD CL A	227,786.6040	25.080	5,277,400.52	5,712,888.03	17.93%
PERKINS MID CAP VALUE FD CL A	29,248.9680	22.560	561,973.05	659,856.72	2.07%
AMERICAN WASHTN MUT INVR R3	81,200.1020	27.060	1,845,916.36	2,197,274.76	6.90%
AMERICAN GROWTH FD OF AMER R3	144,142.2723	29.980	3,590,340.21	4,321,385.32	13.57%
AMERICAN EUROPACIFIC GR FD R3	12,064.0479	40.630	439,463.66	490,162.27	1.54%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2010 - 12/31/2010

BASTION TECHNOLOGIES 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
DREYFUS SMALL CAP EQY A	20,154.3088	28.260	455,303.54	569,560.77	1.79%
INVESCO VAN KAMPEN SMALL CAP A	78,933.1158	18.020	1,126,170.78	1,422,374.75	4.47%
COLUMBIA US TREASURY CL A	219,778.2501	11.130	2,457,798.44	2,446,131.92	7.68%
CORE BOND ENHANCED INDEX CT	29,478.9894	11.620	336,043.02	342,545.86	1.08%
MFS INTERNATIONAL VALUE FD A	73,715.5560	24.590	1,599,696.68	1,812,665.52	5.69%
INVESCO SMALL CAP GROWTH FD A	30,625.1397	28.590	658,549.31	875,572.74	2.75%
INVESCO REAL ESTATE FUND A	29,029.2539	21.450	496,591.97	622,677.50	1.95%
TEMPLETON GLOBAL BOND FD CL A	58,952.1087	13.590	755,968.01	801,159.16	2.52%
INVESCO MID CAP CORE EQTY FD A	31,693.6113	23.170	615,876.94	734,340.97	2.31%
TOTAL MUTUAL FUNDS			21,527,481.56	24,659,497.79	77.41%
OTHER ASSETS					
SELF-DIRECT ACCT	70,898.1200	1.000	70,898.12	70,898.12	0.22%
SELF-DIRECT ACCT	70,934.5600	1.000	70,934.56	70,934.56	0.22%
TOTAL OTHER ASSETS			141,832.68	141,832.68	0.45%
LOANS					
LOAN FUND	766,118.1000	1.000	766,118.10	766,118.10	2.41%
PENDING SETTLEMENT FUNDS					
PENDING SETTLEMENT FUND	500.0000	1.000	500.00	500.00	0.00%
INVESTMENT TOTAL			28,353,285.44	31,947,698.93	100.29%
UNINVESTED CASH			0.00	0.00	0.00%

Balances include the effect of pending trades



BASTION TECHNOLOGIES 401(K) PLAN, formerly known as FUTURE SOURCE 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2010 and 2009

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as FUTURE SOURCE 401(K) PLAN")

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

11550 FUQUA, SUITE 475
HOUSTON, TEXAS 77034
PHONE (281) 481-1040
FAX (281) 481-8485
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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator
Bastion Technologies 401(k) Plan (formerly known as Future Source 401(k) Plan):

We were engaged to audit the statements of net assets available for benefits of Bastion Technologies 401(k) Plan, formerly known as Future Source 401(k) Plan ("the Plan"), as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule H, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING Institutional Plan Services, LLC and Bank of America, N.A., the custodian and trustee, respectively, of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplemental schedule. We have been informed by the Plan Administrator that Bank of America, N.A. held the Plan's investment assets and executed investment transactions for the year ended December 31, 2010 and the period from August 3, 2009 to December 31, 2009 and that ING Institutional Plan Services, LLC held the Plan's investment assets and executed investment transactions for the period from January 1, 2009 to August 2, 2009. The Plan Administrator has obtained certifications from the custodian and trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the trustees is complete and accurate.

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

Ham, Langston & Brezina, L.L.P.

Houston, Texas
October 12, 2011

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

	2010	2009
Assets:		
Cash	$ 555	$ 205
Investments, at fair value	31,181,081	26,761,221
Receivables:		
Employer contributions	755,135	735,722
Participant contributions	-	83,641
Notes receivable from participants	766,118	818,249
Total receivables	1,521,253	1,637,612
Total assets	32,702,889	28,399,038
Liabilities:		
Excess contribution payable	1,587	-
Net assets available for benefits, at fair value	32,701,302	28,399,038
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	34,980
Net assets available for benefits	$ 32,701,302	$ 28,434,018

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

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2010 and 2009

	2010	2009
Investment income:		
Interest and dividends	$ 661,651	$ 284,781
Net appreciation in fair value of investments	2,236,450	3,904,644
Total investment income	2,898,101	4,189,425
Interest income on notes receivable from participants	50,120	49,363
Contributions:		
Employer	755,135	735,722
Participant	2,757,149	2,028,018
Participant rollovers	111,619	141,929
Total contributions	3,623,903	2,905,669
Total additions	6,572,124	7,144,457
Deductions from net assets attributable to:		
Benefits paid	2,300,701	2,512,687
Administrative expenses	4,139	88,580
Total deductions	2,304,840	2,601,267
Net increase in net assets available for benefits before transfer from Future Source MSFC S&MAS 401(k) Plan	4,267,284	4,543,190
Transfer of assets from Future Source MSFC S&MAS 401(k) Plan	-	5,164,103
Net increase in net assets available for benefits	4,267,284	9,707,293
Net assets available for benefits, beginning of year	28,434,018	18,726,725
Net assets available for benefits, end of year	$ 32,701,302	$ 28,434,018

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

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following brief description of the Bastion Technologies 401(k) Plan (the "Plan"), formerly known as Future Source 401(K) Plan, provides only general information. Participants should refer to the Plan document and the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan was established by Bastion Technologies, Inc. (the "Company"), effective January 1, 1988, as a defined contribution plan. The Plan was amended and restated, effective August 3, 2009, to change the name of the Plan, to reflect the provisions of the Pension Protection Act of 2006 and to change the service requirement hours for eligibility in the Plan. Subsequent to the August 3, 2009 amendment and restatement, the Plan was amended to comply with the latest laws and regulations. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During the period from January 1, 2009 to August 2, 2009, all employees of the Company who have attained the age of 18 and completed 1,000 hours of service are eligible to participate in the Plan, except (i) non-resident aliens and (ii) employees covered under a collective bargaining agreement, unless the collective bargaining agreement provides for participation in the Plan. Upon restatement of the Plan, effective August 3, 2009, the eligibility requirement of completion of 1,000 hours was changed to completion of one half year of service, as defined in the Plan document.

Effective July 31, 2009, the Future Source MSFC S&MAS 401(k) Plan merged into the Plan. The net assets transferred into the Plan consist of participant accounts totaling $5,164,103.

Administration

The Plan is administered by an administrator (the "Plan Administrator") appointed by the Company. Jorge Hernandez served as the Plan's trustee and ING Institutional Plan Services, LLC served as the Plan's custodian during the period from January 1, 2009 to August 2, 2009. Bank of America, N.A. served as the Plan's trustee and custodian during the year ended December 31, 2010 and the period from August 3, 2009 to December 31, 2009.

Contributions

The Plan permits participating employees to defer up to 75% of their annual compensation, as defined by the Plan document, not to exceed the limitation set forth in Section 402(g) ($16,500 in 2010 and 2009, respectively) of the Internal Revenue Code ("IRC"). Participants may make a special election to defer up to 100% of any bonus. Participants may make catch-up contributions, pre-tax contributions that exceed the annual elective deferral limit, during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions during 2010 and 2009 may not exceed $5,500, respectively. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

For all employees, except employees of the Marshall Space Flight Center Safety & Mission Assurance ("MSFC S&MA") contract, the Plan provides for the Company to make discretionary matching contributions equal to 100% of an employee's contributions up to the lesser of $1,300 or 5% of the employee's eligible compensation, as

1. Description of Plan, continued

Contributions, continued

defined, and 25% of the employee's contributions between $1,300 and 5% of eligible compensation, if any. The Plan provides for the Company to make non-discretionary matching contributions to employees of the MSFC S&MA contract equal to 100% of an employee's contributions up to the lesser of $2,200 or 5% of the employee's eligible compensation, as defined, and 25% of the employee's contributions between $2,200 and 5% of eligible compensation, if any. Employees of the MSFC S&MA contract are not eligible for the discretionary match. The Company's matching contributions to the Plan are made on an annual basis for employees who have completed at least 1000 hours and are employed on the last day of the Plan year. The Plan also provides that the Company may make annual discretionary Qualified Non-Elective Contributions ("QNEC") and profit sharing contributions. During 2010 and 2009, the Company made non-discretionary and discretionary matching contributions to the Plan of $766,118 and $735,722, respectively. The Company did not make discretionary QNEC contributions or profit sharing contributions during 2010 or 2009.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and the Plan's earnings or losses. Earnings and losses are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Vesting

Participants are immediately fully vested in their voluntary contributions, the Company's matching and QNEC contributions, plus actual earnings thereon. Participants become fully vested with respect to their share of Company profit sharing contributions after five years of employment as defined in the Plan document.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Principal and interest payments are made by means of payroll withholding according to the terms of the promissory note. Participant notes receivable are to be repaid over a period of 1 to 5 years including when the loan is used for the purchase of the participant's primary residence. The loans are secured by the balance in the participant's account and bear interest at prime rate as listed on the last business day of each month in the Wall Street Journal plus 2%. The interest rate is fixed on the day the loan is requested. Notes receivable from participants at December 31, 2010 and 2009 totaled $766,118 and $818,249, respectively, and bore interest rates from 5.25% to 10.25% per year during both years ended December 31, 2010 and 2009.

Payment of Benefits

Upon termination of service due to death, disability, retirement or separation from service, participants receive a lump-sum amount equal to the value of the vested interest in their account. Withdrawals from the Plan may also be made upon circumstances of financial hardship, in accordance with provisions specified in the Plan.

1. Description of Plan, continued

Forfeited Accounts

All Company contributions credited to a participant's account, but not vested, are forfeited by the participant upon distribution of the fully vested value of his or her account (or his or her designated beneficiary in the event of death). During the period from January 1, 2009 to August 2, 2009, the Plan allowed for forfeitures to be allocated among participants. Effective August 3, 2009, the Plan was amended to allow forfeitures to first be used to reduce employer contributions and then used to pay Plan expenses. No forfeitures were allocated to Plan participants during 2009 or used to reduce employer contributions or pay Plan expenses during 2010 or 2009. The balance in the forfeiture account was $1,623 and $1,437 at December 31, 2010 and 2009, respectively.

Administrative Expenses

Administrative expenses of the Plan may be paid by the Company or by the Plan. During 2010 and 2009, the Company paid $17,000 and $6,138, respectively, of administrative expenses on behalf of the Plan.

2. Summary of Significant Accounting Policies

Financial Accounting Standards Board Codification

In June 2009, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification TM and the Hierarchy of Generally Accepted Accounting Principles* ("SFAS No. 168"). The FASB Accounting Standards Codification TM, ("Codification" or "ASC") became the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities. SFAS No. 168 is effective for all financial statements issued for interim and annual periods ending after September 15, 2009. On the effective date of SFAS No. 168, the Codification superseded all then-existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification became non-authoritative.

Following SFAS No. 168, the FASB will no longer issue new standards in the form of Statements, FASB Staff Positions ("FSP"), FASB Interpretations ("FIN"), or Emerging Issues Task Force Abstracts ("EITF"); instead, it will issue Accounting Standards Updates ("ASUs"). The FASB will not consider ASUs as authoritative in their own right; rather, these updates will serve only to update the Codification, provide background information about the guidance, and provide the bases for conclusions on the change(s) in the Codification. SFAS No. 168 is incorporated in ASC Topic 105, *Generally Accepted Accounting Principles*. The Plan adopted SFAS No. 168 for the year ended December 31, 2009, and the Plan will provide reference in its financial statements to both the Codification topic reference and the previously authoritative references related to the Codification topics and subtopics, as appropriate.

Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Summary of Significant Accounting Policies, continued

Basis of Accounting, continued

As described in ASC 962, *Defined Contribution Pension Plans* (formerly FSP AAG INV-1 and SOP 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans*), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Investments in the accompanying Statements of Net Assets Available for Benefits include common collective trusts, which are fully benefit-responsive investment contracts. As required, the Statements of Net Assets Available for Benefits present the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

On October 6, 2010 the trustee managing the Merrill Lynch Retirement Preservation Trust ("MLRPT"), the Plan's common collective trust investment option, elected to liquidate the MLRPT and redeem the shares at their contract value. This election terminated the fully benefit responsive aspect of the investment, as such there was no noted difference in value as of December 31, 2010 between the investment's contract value and its fair value. The MLRPT completed the liquidation to the participants of the Plan on February 28, 2011.

Use of Estimates

The preparation of 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 net assets available for benefits, changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2009, the FASB issued ASC Topic 855, *Subsequent Events* (formerly known as SFAS No. 165, *Subsequent Events*), which establishes general standards of accounting for and disclosure of events that occur after the date of the Statement of Net Assets Available for Benefits but before financial statements are issued or available to be issued. ASC Topic 855 defines (i) the period after the date of the Statement of Net Assets Available for Benefits during which a Plan's management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which the Plan should recognize events or transactions occurring after the date of the Statement of Net Assets Available for Benefits in its financial statements, and (iii) the disclosures the Plan should make about events or transactions that occurred after the date of the Statement of Net Assets Available for Benefits. ASC Topic 855 was adopted effective for the year ended December 31, 2009; however, its adoption did not have a significant impact on the Plan's financial statements.

In January 2010, ASC Topic 820 (formerly known as SFAS No. 157, Fair Value Measurements), was amended to require expanded disclosures related to 1) transfers in and out of Levels 1 and 2 fair value measurements, and 2) presentation of gross versus net information in the roll forward activity for Level 3 fair value measurements. In addition, the amendment clarified disclosures regarding disaggregation, inputs and valuation techniques. The amendment has been adopted in the Plan's 2010 financial statements, except for the change in the roll forward activity for Level 3 fair value measurements, which is effective for the Plan's 2011 financial statements. Since

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements, continued

this standard impacts disclosure requirements only, its adoption did not have a material impact on the Plan's financial statements.

In September 2010, ASC Topic 962, *"Plan Accounting – Defined Contribution Pension Plans,"* was amended to require notes receivable from participants to be measured at their unpaid principal balance plus any accrued but unpaid interest and to be classified separately as notes receivable from participants. Previously, notes receivable from participants were measured at fair value and classified as investments. This guidance is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. This guidance was adopted in the Plan's 2010 financial statements and did not effect or change the reported value of notes receivable from participants as of December 31, 2010 or 2009.

In May 2011, additional amendments were made to ASC Topic 820 Fair Value Measurements and Disclosures (formerly known as SFAS No. 157, Fair Value Measurements), to clarify the application of existing fair value measurements and disclosures, including the requirement to disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. These amendments are effective for the Plan's 2012 financial statements. The adoption of these amendments is not expected to have a material effect on the Plan's financial statements.

Investment Valuation

The Plan's investments are stated at fair market value. Shares of registered investment companies (mutual funds) are valued at quoted market-prices in active markets, which represent the net asset value of shares held by the Plan at the end of the reporting period. The Plan's interest in the common collective trusts is valued based on information reported by the investment advisor using the audited financial statements of the common collective trusts at the end of the reporting period. The self-directed brokerage accounts are valued using a variety of methods based on the nature of the underlying assets, but primarily valued at the closing price reported for the active market on which the individual securities are traded.

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as unrealized appreciation (depreciation) of investments held at the end of the reporting period. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risks and Uncertainties

The Plan provides for various investment options. These investments are exposed to market risk, which generally means there is a risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Benefit Payments

Benefits are recorded when paid.

Reclassifications

Certain amounts in the 2009 financial statements have been reclassified to conform to the 2010 financial statement presentation. Such reclassifications had no effect on net assets available for benefits or the changes in net assets available for benefits.

3. Investments

The following investments each represent 5% or more of the Plan's net assets at December 31, 2010 and 2009:

	2010	2009
Janus Balanced Fund Class A	$ 5,712,888	$ 5,384,943
American Funds Growth Fund of America Class R	4,321,385	4,111,814
Merrill Lynch Retirement Preservation Trust	3,978,641	*
Columbia U.S. Treasury Index Fund A	2,446,132	2,316,314
Merrill Lynch Equity Index Trust II	2,401,109	1,999,545
American Funds Washington Mutual Investor Fund R3	2,197,275	2,007,104
MFS International Value Fund A	1,812,666	1,458,742
Lazard Emerging Markets Open	1,650,901	*
Union Bond & Trust Company Morley Stable Value Fund	*	2,781,276
Investments less than 5% of the Plan's net assets	6,660,084	6,701,483
Total investments at fair value	$ 31,181,081	$ 26,761,221

* Not applicable in period indicated

During the years ended December 31, 2010 and 2009, the Plan's investments, including realized gains and losses on investments sold during the year and unrealized appreciation (depreciation) on investments held at the end of the year, appreciated in value as follows:

	2010	2009
Registered investment companies (mutual funds)	$ 1,917,430	$ 3,610,714
Common collective trusts	319,020	293,930
Net appreciation in fair value of investments	$ 2,236,450	$ 3,904,644

4. Fair Value Measurements

ASC Topic 820, formerly SFAS No. 157, 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 and liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

4. Fair Value Measurements, continued

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

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

Common collective trusts: Valued based on information reported in the audited financial statements of the common collective trust at year-end.

Self-directed brokerage accounts: Valued at the closing price reported on the active market on which the individual securities are traded.

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

4. Fair Value Measurements, continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value at December 31, 2010

	Level 1	Level 2	Level 3	Total
Registered investment companies (mutual funds):				
Balanced funds	$ 9,780,530	$ -	$ -	$ 9,780,530
Value funds	6,092,173	-	-	6,092,173
Growth funds	5,196,958	-	-	5,196,958
Bond funds	3,589,837	-	-	3,589,837
Total mutual funds	24,659,498	-	-	24,659,498
Common collective trusts	-	6,379,750	-	6,379,750
Self-directed brokerage accounts	141,833	-	-	141,833
Total investments at fair value	$ 24,801,331	$ 6,379,750	$ -	$ 31,181,081

Assets at Fair Value at December 31, 2009

	Level 1	Level 2	Level 3	Total
Registered investment companies (mutual funds):				
Balanced funds	$ 8,590,208	$ -	$ -	$ 8,590,208
Value funds	4,839,353	-	-	4,839,353
Growth funds	4,798,490	-	-	4,798,490
Bond funds	2,877,017	-	-	2,877,017
Total mutual funds	21,105,068	-	-	21,105,068
Common collective trusts	-	5,443,127	-	5,443,127
Self-directed brokerage accounts	213,026	-	-	213,026
Total investments at fair value	$ 21,318,094	$ 5,443,127	$ -	$ 26,761,221

Level 3 Gains and Losses

The Plan did not participate in any investments considered to be Level 3 investments during 2010 or 2009.

5. Information Certified by the Plan's Trustees (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustees have certified that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2010 and 2009:

	2010	2009
Registered investment companies (mutual funds)	$ 24,659,498	$ 21,105,068
Common collective trusts, at fair value	$ 6,379,750	$ 5,478,107
Self-directed brokerage accounts	$ 141,833	$ 213,026
Notes receivable from participants	$ 766,118	$ 818,249

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009:

	2010	2009
Investment income:		
Dividends and interest	$ 661,651	$ 284,781
Net appreciation in fair value of registered investment companies	1,917,430	3,610,714
Net appreciation in fair value of common collective trusts	319,020	293,930
Total net appreciation	2,236,450	3,904,644
Total investment income	2,898,101	4,189,425
Interest income on notes receivable from participants	50,120	49,363
Total income	$ 2,948,221	$ 4,238,788

5. Information Certified by the Plan's Trustee (Unaudited), continued

c. All information included in Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown in the supplemental schedule.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. Party-in-Interest Transactions

Certain Plan investments are in accounts managed by the Plan Trustee or investment advisor and the Plan allows for participants to borrow from their vested account balance. These transactions qualify as party-in-interest transactions, as defined by ERISA. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

7. Tax Status

The Plan is based on a non-standardized prototype plan. The prototype plan received an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

8. Plan Termination

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

9. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2010 and 2009:

	2010	2009
Net increase in net assets available for benefits per the financial statements	$ 4,267,284	$ 9,707,293
Additional employer contribution receivable – prior year	-	3,619
Other	(150)	-
Net increase (decrease) in net assets available for benefits per Form 5500	$ 4,267,134	$ 9,710,912

10. Subsequent Events

Plan management has evaluated subsequent events through October 12, 2011, which is the date the financial statements were issued, and has concluded that there are no significant subsequent events to report.

SUPPLEMENTAL SCHEDULE

BASTION TECHNOLOGIES 401(K) PLAN

(formerly known as "FUTURE SOURCE 401(K) PLAN")

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2010

EIN: 76-0586385
PN: 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	(e) Current Value***	
	Janus	Mutual Fund – Balanced Fund Class A	$ 5,712,888	**
	American Funds	Mutual Fund – Growth Fund of America Class R	4,321,385	**
*	Merrill Lynch	Common Collective Trust – Retirement Preservation Trust	3,978,641	**
	Columbia	Mutual Fund – U.S. Treasury Index Fund A	2,446,132	**
*	Merrill Lynch	Common Collective Trust – Equity Index Trust II	2,401,109	**
	American Funds	Mutual Fund – Washington Mutual Investor Fund R3	2,197,275	**
	MFS	Mutual Fund – International Value Fund A	1,812,666	**
	Lazard	Mutual Fund – Emerging Markets Open Fund	1,650,901	**
	Van Kampen	Mutual Fund – Small-Cap Value Fund	1,422,375	
	Invesco	Mutual Fund – Small-Cap Growth Fund Class A	875,573	
	Franklin Templeton Investments	Mutual Fund – Global Bond Fund Class A	801,159	
	Invesco	Mutual Fund – Mid-Cap Core Equity Fund A	734,341	
	Perkins	Mutual Fund – Mid-Cap Value Fund Class A	659,857	
	Invesco	Mutual Fund – Real Estate Fund Class A	622,677	
	Dreyfus	Mutual Fund – Small-Cap Equity A	569,561	
	American Funds	Mutual Fund – EuroPacific Growth Fund R3	490,162	
	Prudential Investments	Mutual Fund – Core Bond Enhanced Index Fund	342,546	
*	Merrill Lynch	Self Directed Brokerage Accounts	141,833	
*	Notes Receivable from Participants	Notes receivable from participants, interest rates from 5.25% to 10.25%	766,118	
		Total investments	$ 31,947,199	

* Represents a party-in-interest.
** Represents investment comprising at least 5% of net assets available for benefits.
*** Cost information is not presented because all investments are participant directed.