Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PRODUCTION SERVICES NETWORK U.S., INC. RETIREMENT & SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2003

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

9821 KATY FWY STE 400
HOUSTON, TX 77024-1212

2b Employer Identification Number (EIN) 26-1316887

2c Sponsor's telephone number 713-461-1308

2d Business code (see instructions) 211110

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	ROD SMITH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	ROD SMITH
	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")

PSN USA HOLDINGS INC.

9821 KATY FWY STE 400
HOUSTON, TX 77024-1212

3b Administrator's EIN: 26-1316887

3c Administrator's telephone number: 713-461-1308

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**	1243
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**	1181
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	140
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1321
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	1322
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	632
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	122
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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
PRODUCTION SERVICES NETWORK U.S., INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
PSN USA HOLDINGS INC.

D Employer Identification Number (EIN)
26-1316887

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

1 Coverage Information:

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	441462	1322	01/01/2010	12/31/2010

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
42000	0

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

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

BB&T INVESTMENT SERVICES INC
3605 GLENWOOD AVE
STE 201
RALEIGH, NC 27612

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
42000	0		3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ CUSTODIAL GUARANTEED FUND CONTRACT

b	Balance at the end of the previous year			7b	8231221
c	Additions: (1) Contributions deposited during the year	7c(1)	851231		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	228666		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	2780483		
	▶ OUTSIDE INVESTMENT TRANSFER, LOAN PAYMENT, ROLLOVER				
	(6) Total additions			7c(6)	3860380
d	Total of balance and additions (add **b** and **c(6)**).			7d	12091601
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2239483		
	(2) Administration charge made by carrier	7e(2)	3391		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	1948682		
	▶ OUTSIDE INVESTMENT TRANSFER, 401(K) (M) EXCESS CONTRIBUTION, LOAN WITHDRAWAL				
	(5) Total deductions			7e(5)	4191556
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	7900045

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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
PRODUCTION SERVICES NETWORK U.S., INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PSN USA HOLDINGS INC.

D Employer Identification Number (EIN)
26-1316887

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	12313	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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

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

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

a	Name: PARMET, CHAPMAN & MADSEN, P.C.	**b** EIN:	76-0456668
c	Position: ACCOUNTANT		
d	Address: 6750 WEST LOOP SOUTH SUITE 1010 BELLAIRE, TX 77401	**e** Telephone:	713-661-3546

Explanation: WE WERE ACQUIRED BY WOOD GROUP

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
PRODUCTION SERVICES NETWORK U.S., INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PSN USA HOLDINGS INC.

D Employer Identification Number (EIN)
26-1316887

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	111290	3351
(2) Participant contributions	1b(2)	110008	4461
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1543721	1417678
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	22831957	23285000
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	8231221	7900045
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	619641	546730
	(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	33447838	33157265
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	33447838	33157265

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)	1688605	
	(B) Participants	2a(1)(B)	2658852	
	(C) Others (including rollovers)	2a(1)(C)	330457	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4677914
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	81955	
	(F) Other	2b(1)(F)	228666	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		310621
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	5922	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	297838	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		303760
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	233133	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	222914	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		10219

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	143387	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		143387
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2984341
c Other income	2c		15
d Total income. Add all **income** amounts in column (b) and enter total	2d		8430257
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8455936	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	4382	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		8460318
f Corrective distributions (see instructions)	2f		11702
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	14305	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		14305
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8486325
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-56068
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		234505

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITTLESEY & HADLEY, P.C. (2) EIN: 06-0903326

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		39778
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	0
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	0
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	0
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)
PSN USA HOLDINGS INC.	26-1316887	002

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
PRODUCTION SERVICES NETWORK U.S., INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PSN USA HOLDINGS INC.

D Employer Identification Number (EIN)
26-1316887

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): 42-0127290

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):

PRODUCTION SERVICES NETWORK U.S., INC.
OPERATIONS & ADMINISTRATIVE RETIREMENT & SAVINGS PLAN

Independent Auditors' Report
Financial Statements
and Supplemental Schedule

December 31, 2010 and 2009

PRODUCTION SERVICES NETWORK U.S., INC. OPERATIONS & ADMINISTRATIVE RETIREMENT & SAVINGS PLAN

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December 31, 2010 and 2009

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Other schedules required by 29 CFR 2520.103 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

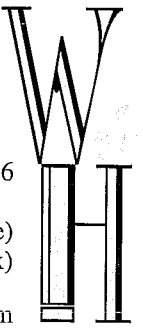
WHITTLESEY & HADLEY, P.C.

Certified Public Accountants/Consultants

147 Charter Oak Avenue
Hartford, Connecticut 06106

860.522.3111 (voice)
860.524.4475 (fax)

www.whcpa.com



INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Production Services Network U.S., Inc. Retirement & Savings Plan

We were engaged to audit the accompanying statement of net assets available for benefits of Production Services Network U.S., Inc. Retirement & Savings Plan (the "Plan") as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and supplemental schedules as of and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated July 27, 2011, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Principal Trust Company, ("Principal"), the trustee of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's 2010 financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedules, other than that derived from the information certified by the 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.

Whittlesey & Hadley, P.C.

October 7, 2011

PRODUCTION SERVICES NETWORK U.S., INC. OPERATIONS & ADMINISTRATIVE RETIREMENT & SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
Assets:		
Investments, at fair value	$ 31,336,773	$ 31,271,258
Receivables:		
Employers' contributions	3,351	111,122
Participants' contributions	11,172	127,272
Notes receivable from participants	1,417,678	1,543,721
Qualified nonelective contribution receivable - employer	-	154,688
Total receivables	1,432,201	1,936,803
Total assets	32,768,974	33,208,061
Liabilities:		
Excess contributions	-	11,702
Net assets available for benefits, at fair value	32,768,974	33,196,359
Other Adjustments:		
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	395,002	411,561
Net assets available for benefits	$ 33,163,976	$ 33,607,920

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

PRODUCTION SERVICES NETWORK U.S., INC. OPERATIONS & ADMINISTRATIVE RETIREMENT & SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the years ended December 31, 2010

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 3,095,962
Interest income	228,666
Dividend income	303,760
Investment income	3,628,388
Commissions paid	42,000
Net investment income	3,670,388
Interest income on notes receivable from participants	81,955
Contributions:	
Participants'	2,677,265
Employers' match	1,516,821
Rollover	330,457
Total contributions	4,524,543
Total additions	8,276,886
Deductions to net assets attributed to:	
Benefits paid to participants	8,460,318
Corrective distributions	11,702
Administrative expenses	14,305
Total deductions	8,486,325
Net (decrease)	(209,439)
Transfers:	
From the Plan	(234,505)
Net assets available for benefits:	
Beginning of year	33,607,920
End of year	$ 33,163,976

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Production Services Network U.S., Inc. Retirement & Savings Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a single employer defined contribution 401(k) Profit Sharing Plan. The Plan covers employees of PSN USA Holdings, Inc. (the "Company"), Production Services Network International, Inc., Grasso Production Management, Inc. and Medic Systems, Inc. (the "Companies"), and is available to all non-excluded employees of these companies. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may make pretax contributions ranging from 1 percent to 50 percent of their "compensation", as described in the plan document, as elective contributions up to the limits prescribed by the Internal Revenue Service ("IRS"), $16,500 for 2010 and 2009. The Plan also allows for participants who are 50 years old or older to make catch-up contributions in the amount of $5,500 for the Plan years ended December 31, 2010 and 2009. Participants can change their contribution percentages at any time and those changes will be effective as soon as administratively feasible. Employees/participants are permitted to roll over amounts held in other qualified plans or individual retirement accounts (IRA's) into the Plan, as specified in the plan document. Elective deferral contributions are 100 percent vested and nonforfeitable.

The Plan provides for discretionary employer matching contribution. The employer shall make matching contributions in an amount equal to 100 percent of Elective Deferral Contributions that are not over 3 percent of Compensation, plus 50 percent of Elective Deferral Contributions that are over 3 percent of Compensation but are not over 8 percent of compensation. Elective deferral contributions that are Catch-up contributions shall be matched. Matching contributions are subject to the vesting percentage.

Eligibility

Employees are eligible to participate in the Plan upon completion of 90 days of service. Employees represented by a bargaining unit, nonresident aliens with no U.S. income, leased employees, independent contractors, those not employed as an operations and administrative employee, and those covered under any other qualified pension or profit sharing plan to which the Companies contribute are not eligible to participate in the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, employer's contributions and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 - DESCRIPTION OF THE PLAN – *(CONTINUED)*

Withdrawals

Withdrawals prior to the age of 59½ are allowed only at termination of employment, on a hardship basis subject to Internal Revenue Service regulations, or for the purpose of a participant loan. In-service withdrawals are permitted upon attainment of age 59 1/2 subject to limitations under the Plan document.

Payment of Benefits

On termination of service due to death, disability, retirement, or termination of employment, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account as a lump sum distribution.

Vesting

Participants are 100% vested in discretionary Company matching contributions, salary deferral contributions, rollover contributions, and prior balances transferred into the Plan. For purposes of additional Company contributions, a participant's vesting percentage is shown in the following schedule:

Vesting Service (years)	Vesting Percentage
Less than 3	0
3 or more	100

Participants become 100% vested upon disability, death or the attainment of age 65. A year of service is defined as a period in which an employee has 1,000 or more hours of service.

Forfeited Accounts

At December 31, 2010 and 2009 forfeited non-vested accounts totaled $15,088 and $11,623, respectively. These accounts will be used to reduce future employer contributions or pay expenses for administration of the Plan. During 2010, no funds from forfeited accounts were utilized for plan expenses.

Investment Options

Participants in the Plan elect how their individual contributions and employer contributions are to be invested in 1 percent multiples in any of 22 investment options.

Notes Receivable from Participants

The Plan allows for notes receivable from participants, subject to the provisions as set forth in the Plan. The amount shall not be less than $1,000 or exceed the lesser of $50,000 or 50% of the sum of the participant's total vested balance. Loans may be for a period of five years. Interest accrues on the unpaid balance at a reasonable fixed rate to be determined in accordance with the plan document. Principal and interest are paid ratably through payroll deductions in every pay period.

Allocation of Investment Income

The net earnings or loss of each fund, including capital gains or losses whether or not realized, are allocated to individual participant accounts in that fund based on the ratio that the value of each participant's account bears to the value of all accounts in that fund as of the valuation date.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America.

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. The Statements of Net Assets Available for Benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Plan's fully benefit-responsive investment contract is held in a single group annuity contract titled the Principal Fixed Income Option. The Statement of Changes in Net Assets Available for Benefits is prepared on the contract value basis.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan is sponsored by the Company. Personnel within the Company perform various administrative services for the Plan, including maintenance of participant records. The payroll and related overhead costs associated with these services are not included as Plan expenses, but are paid by the employers. Expenses paid by the Plan consist of loan processing fees, which are charged to the participant's account, Plan management fees, and Plan recordkeeping fees.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *(CONTINUED)*

Subsequent Events Measurement Date

The Plan has monitored and evaluated any subsequent events for footnote disclosures or adjustments required in its financial statements for the year ended December 31, 2010 through October 7, 2011, the date on which financial statements were available to be issued. In April 2011, PSN Holdings, Inc. merged with Wood Group. The new company is named Wood Group Production Services Network. As of the date of the financial statements, the Plan Sponsor has made no determination regarding whether the Plan will be terminated or merged into other plans sponsored by the Wood Group.

Reclassification

Certain items in the 2009 financial statements have been reclassified to conform to the 2010 presentation.

NOTE 3 - INVESTMENTS

Individual investments that represent 5% or more of the net assets available for benefits are as follows at December 31:

	2010	2009
Fixed Income Option 401(a)/(k)	$ 7,505,043	$ 7,819,660
Principal Investors Lifetime 2030 Select Fund	2,811,509	2,925,316
S&P 500 Index Select Fund	2,655,930	2,823,417
Principal Investors Lifetime 2050 Select Fund	2,323,777	2,705,775
Principal Investors Lifetime 2020 Select Fund	2,223,898	2,061,697
Diversified International Select Fund	1,675,212	1,718,608
Bond and Mortgage Securities Select Fund	1,925,122	1,692,122

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

	2010
Mutual funds	2,942,341
Other investments	153,621
	$ 3,095,962

NOTE 4 - FAIR VALUE MEASUREMENTS

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

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

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

Common Stock: Valued at the closing price reported on the active market on which the individual security is traded.

Mutual Funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Benefit-Responsive Investment Contract: Valued at the contract value of assets held in the general account of Principal Life Insurance Company less surrender charges required under the contract. Contract value for the investment contract represents contributions made under the contract, plus earnings, less participant withdrawals and administrative fees. Fair value is contract value less early withdrawal charges.

These methods may produce a fair value calculation 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 value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	Investments at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Balanced	$ 9,318,619	$ -	$ -	$ 9,318,619
Fixed income	2,428,934	-	-	2,428,934
Equity	11,537,447	-	-	11,537,447
Common stock	546,730	-	-	546,730
Benefit-responsive investment contracts	-	-	7,505,043	7,505,043
Total investments at fair value	$ 23,831,730	$ -	$ 7,505,043	$ 31,336,773

NOTE 4 - FAIR VALUE MEASUREMENTS – *(CONTINUED)*

	Investments at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Balanced	$ 9,287,108	$ -	$ -	$ 9,287,108
Fixed income	1,982,197	-	-	1,982,197
Equity	11,562,652	-	-	11,562,652
Common stock	619,641	-	-	619,641
Benefit-responsive investment contracts	-	-	7,819,660	7,819,660
Total investments at fair value	$ 23,451,598	$ -	$ 7,819,660	$ 31,271,258

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets:

	Benefit-Responsive Investment Contracts
Balance, January 1, 2009	$ 8,257,655
Realized gains	-
Unrealized gains relating to instruments still held at the reporting date	23,052
Purchases, sales, issuances, transfers, and settlements (net)	(461,047)
Balance, December 31, 2009	7,819,660
Realized gains	-
Unrealized gains relating to instruments still held at the reporting date	16,559
Purchases, sales, issuances, transfers, and settlements (net)	(331,176)
Balance, December 31, 2010	$ 7,505,043

The total gains (both realized and unrealized) reported in the table above are included in net appreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits.

NOTE 5 - BENEFIT-RESPONSIVE INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Principal Fixed Income Option (the "Fixed Account") is a benefit responsive group annuity contract issued by Principal Life Insurance Company. The contract guarantees principal and provides a stated rate of return. The interest crediting rate is calculated under provisions specified in the contract and is reset semi-annually on January 1st and July 1st.

As a single group annuity contract with a fixed rate of interest, the average yield earned equals the interest rate credited to Plan participants, and is not calculated in relation to the fair value of any underlying assets. Changes in future interest crediting rates will have no effect on fair value calculations. Fair value is calculated at contract value less early withdrawal charges. The 2010 and 2009 interest rate history for contract is as follows:

Time Period	Rate
January 1, 2009 through June 30, 2009	3.50%
July 1, 2009 through December 31, 2009	3.15%
January 1, 2010 through June 30, 2010	3.10%
July 1, 2010 through December 31, 2010	2.90%

Contract provisions detail events that would limit the Plan's ability to execute transactions at contract value. These provisions include a surrender fee of 5% of contract value for any transfers made in connection with the termination of the Plan's interest.

The Fixed Account is classified as fully benefit-responsive as of December 31, 2010 and 2009 and the fair value with an adjustment to contract value is reflected on the accompanying statements of net assets available for benefits.

NOTE 6 - 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 will become 100% vested in their accounts.

NOTE 7 - TAX STATUS

The Plan was restated effective May 1, 2010 to include the statutory, regulatory and guidance changes specified in the 2009 Cumulative List of Changes in Plan Qualification Requirements contained in Internal Revenue Service Notice 2009-09. Although the Plan Sponsor has not applied for a determination letter, it believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code; therefore, the Plan Sponsor believes that the Plan was qualified and the related trust was tax exempt as of December 31, 2010. As such, no provision for income taxes has been included in the financial statements.

NOTE 7 - TAX STATUS – *(CONTINUED)*

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

NOTE 8 - PARTIES-IN-INTEREST TRANSACTIONS

The Plan provides for loans to participants. Transactions in such investments qualify as party-in-interest transactions as defined by ERISA.

Certain investments are managed by Principal. Principal is the trustee of the Plan assets therefore these transactions qualify as party-in-interest.

NOTE 9 - INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the Plan's trustee, Principal Trust Company, has certified the following data included in the accompanying financial statements and supplemental schedule as complete and accurate:

1. Page 2 – Statements of Net Assets Available for Benefits – Investments, at fair value and contract value
2. Page 3 – Statement of Changes in Net Assets Available for Benefits – Net investment income
3. Page 14 – Schedule of Assets (Held at End of Year)
4. All purchase and sales activity

The Plan's independent auditors 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.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options, in any combination, of mutual funds. The underlying investments held by the registered investment companies may include stocks, bonds, fixed income securities, registered investment companies and other investment securities. Such investments are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities in the near term could materially affect participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

As of the date of the auditors' report, the non-discrimination testing has not been completed. Therefore, the corresponding excess contribution liability, if any, cannot be determined and has not been accrued, but will be recorded in the future audit period, if applicable.

NOTE 11 - RECONCILIATION OF PLAN FINANCIAL STATEMENTS TO FORM 5500

The Annual Return/Report of Employee Benefit Plan ("Form 5500") is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of Form 5500 differ from those included in the financial statements.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 for December 31:

	2010	2009
Net assets available for benefits per the financial statements	$ 33,163,976	$ 33,607,920
Participant contributions receivable per financial statements	(11,172)	
Patricipant contributions receivable per Form 5500	4,461	
Add: excess contributions	-	11,702
Less: accrual for employer qualified nonelective contribution and other plan receivables	-	(171,784)
Net assets available for benefits per Form 5500	$ 33,157,265	$ 33,447,838

The following is a reconciliation of net increase/(decrease) in assets per the financial statements to the Form 5500 for the year ended December 31:

	2010
Net (decrease) per the financial statements	$ (209,439)
Add: prior year accrual for employer qualified nonelective contribution and other plan receivables	171,784
Less: prior year excess contributions accrued	(11,702)
Participant contributions receivable per financial statements	(11,172)
Patricipant contributions receivable per Form 5500	4,461
Net decrease per Form 5500	$ (56,068)

NOTE 12 - REPORTABLE TRANSACTIONS

Excess Contributions Payable

Benefits payments paid to participants during the year ended December 31, 2009 include an adjustment of $5,507 to record amounts required to be distributed to certain active participants for excess deferral contributions to satisfy the relevant nondiscrimination provisions of the Plan. The Plan's statement of net assets available for benefits includes excess contributions payable of $-0- and $11,702 at December 31, 2010 and 2009, respectively.

NOTE 12 - REPORTABLE TRANSACTIONS – *(CONTINUED)*

Corrective and Delinquent Contributions

The Plan has incurred certain operational errors in the application of the terms of the Plan including mistakes in the timely submission of compensation deferrals.

The Plan has accrued $-0- and $154,688 as of December 31, 2010 and 2009, respectively, of qualified nonelective contributions to the Plan. The majority of these errors pertain to application of Plan terms related to tax exempt travel, group term life insurance and certain participants electing a deferral but the deferrals were not implemented or were calculated incorrectly. These amounts have been accrued as of year-end December 31, 2009 in the Statement of Net Assets Available for Benefits in the account Qualified nonelective contribution receivable - employer.

The Company had not timely submitted certain participant contributions to the Plan in the amounts of $39,778 and $61,081 as of December 31, 2010 and 2009, respectively. These amounts have been deposited as of the date of these financial statements. Lost earnings are expected to be deposited prior to December 31, 2011.

SUPPLEMENTAL SCHEDULES

PRODUCTION SERVICES NETWORK U.S., INC. OPERATIONS & ADMINISTRATIVE RETIREMENT & SAVINGS PLAN

EIN: 26-1316887, Plan # 001
Form 5500, Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2010
(unaudited)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Principal Life Insurance Co.	Fixed Income Option 401(a)/(k)	$ 7,505,043
*	Principal Global Investors	Principal Investors Lifetime 2030 Select Fund	2,811,509
*	Principal Global Investors	Diversified International Select Fund	1,675,212
*	Principal Global Investors	S&P 500 Index Select Fund	2,655,930
*	Principal Global Investors	Principal Investors Lifetime 2050 Select Fund	2,323,777
*	Principal Global Investors	Bond and Mortgage Securities Select Fund	1,925,122
*	Principal Global Investors	Principal Investors Lifetime 2020 Select Fund	2,223,898
*	Principal Global Investors	S&P 400 Index Select Fund	1,474,185
	Columbus Circle Investors	LargeCap Growth Select Fund	1,349,900
*	Principal Global Investors	Smallcap Blend Select Fund	1,162,652
	Alliance Capital Management	Smallcap Growth 1 Select Fund	952,552
*	Principal Global Investors	Principal Investors Lifetime 2040 Select Fund	852,849
	Alliance Capital Management	LargeCap Value Select Fund	333,747
	Goldman Sachs Asset Mgmt	MidCap Value 1 Select Fund	528,454
*	Principal Global Investors	Principal Invest Lifetime Strat Inc. Select Fund	680,623
*	Principal Global Investors	Smallcap Value Select Fund	390,932
*	Principal Global Investors	Principal Investors Lifetime 2010 Select Fund,	396,154
*	Principal Real Estate Investors	Real Estate Securities Select Fund	519,296
*	Principal Global Investors	LargeCap Value Select Fund	476,200
	Columbus Circle Investors	MidCap Growth Select Fund	471,192
*	Turner/Mellon/Jacobs Levy	MidCap Growth III Select Fund	80,816
	Halliburton Company	Halliburton Stock	546,730
		Total investments at fair value	$ 31,336,773
*	Notes receivable from participants	Loans issued at interest rates between 5.25 and 10.25%	$ 1,417,678

* Parties-in-interest as determined by ERISA.
Cost of investments is not presented as all investments are participant directed.
This schedule was prepared based on information certified by the trustee of the Plan's assets.

PRODUCTION SERVICES NETWORK U.S., INC.
OPERATIONS & ADMINISTRATIVE RETIREMENT & SAVINGS PLAN

EIN: 26-1316887, Plan # 001
Form 5500, Schedule H, Line 4a

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

December 31, 2010
(unaudited)

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
39,778	39,778	-	-	-

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PRODUCTION SERVICES NETWORK U.S., INC. RETIRE

EIN 26 1316887
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Halliburton Company	Employer Security HALLIBURTON STOCK	$ 0.00	$ 546,729.61
*	Princor Financial Services	Registered Investment Company PRIN BOND & MTG SECS R4 FUND	$ 0.00	$ 1,925,122.32
*	Principal Life Insurance Company	Insurance Company General PRIN FIXED INCOME 401(A)/(K)	$ 0.00	$ 7,900,044.75
*	Princor Financial Services	Registered Investment Company PRIN LARGECAP GROWTH R4 FUND	$ 0.00	$ 1,349,899.59
*	Princor Financial Services	Registered Investment Company PRIN LARGECAP VALUE R4 FUND	$ 0.00	$ 333,746.49
*	Princor Financial Services	Registered Investment Company PRIN LGCAP S&P 500 IDX R4 FUND	$ 0.00	$ 2,655,930.14
*	Princor Financial Services	Registered Investment Company PRIN LGCAP VALUE III R4 FUND	$ 0.00	$ 476,200.24
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME STR INC R4 FUND	$ 0.00	$ 680,623.38
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2010 R4 FUND	$ 0.00	$ 396,153.59
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2020 R4 FUND	$ 0.00	$ 2,223,898.16
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2030 R4 FUND	$ 0.00	$ 2,811,509.37
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2040 R4 FUND	$ 0.00	$ 852,848.83
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2050 R4 FUND	$ 0.00	$ 2,323,777.05
*	Princor Financial Services	Registered Investment Company PRIN MIDCAP GROWTH III R4 FUND	$ 0.00	$ 80,815.87
*	Princor Financial Services	Registered Investment Company PRIN MIDCAP GROWTH R4 FUND	$ 0.00	$ 471,191.61

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PRODUCTION SERVICES NETWORK U.S., INC. RETIRE

EIN 26 1316887
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Princor Financial Services	Registered Investment Company PRIN MIDCAP S&P 400 IDX R4 FD	$ 0.00	$ 1,474,185.03
*	Princor Financial Services	Registered Investment Company PRIN MIDCAP VALUE I R4 FUND	$ 0.00	$ 528,453.48
*	Princor Financial Services	Registered Investment Company PRIN REAL ESTATE SECS R4 FUND	$ 0.00	$ 519,296.31
*	Princor Financial Services	Registered Investment Company PRIN SMALLCAP BLEND R4 FUND	$ 0.00	$ 1,162,652.16
*	Princor Financial Services	Registered Investment Company PRIN SMALLCAP GROWTH I R4 FUND	$ 0.00	$ 952,552.33
*	Princor Financial Services	Registered Investment Company PRIN SMALLCAP VALUE R4 FUND	$ 0.00	$ 390,931.69
*	Princor Financial Services	Registered Investment Company PRINCIPAL DIV INTL R4 FUND	$ 0.00	$ 1,675,212.43
	Participant Loans	Range of Interest Rates Rates Range From 5.00% To 10.25%	$ 0.00	$ 1,417,678.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)