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
SMITH PROTECTIVE MGMT 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1999

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

ATTN BILL CUE
4440 BELTWAY DR
ADDISON, TX 75001

2b Employer Identification Number (EIN)
75-2426028

2c Sponsor's telephone number
972-960-7644

2d Business code (see instructions)
541600

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	TINA PEREYDA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	BILL CUE
	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")
SMITH PROTECTIVE MANAGEMENT INC.

ATTN BILL CUE
4440 BELTWAY DR
ADDISON, TX 75001

3b Administrator's EIN
75-2426028

3c Administrator's telephone number
972-960-7644

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**	524
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**	519
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	519
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	519
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	53
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 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)	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)		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)	X		**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
SMITH PROTECTIVE MGMT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
SMITH PROTECTIVE MANAGEMENT INC.

D Employer Identification Number (EIN)
75-2426028

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

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-821920	53	06/01/2010	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
8078	150

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
MERRILL LYNCH LIFE AGENCY
1215 4TH AVENUE 26THFL
SEATTLE, WA 98161

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8078			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
MERRILL LYNCH PIERCE FENNER SMITH I
4800 DEER LAKE DRIVE EAST
JACKSONVILLE, FL 32246

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	150	SALES/MARKETING	3

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

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

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

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

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

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

(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	856144

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 ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	0		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	724		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	742594		
	▶ ACQUISITION				
	(6) Total additions			7c(6)	743318
d	Total of balance and additions (add **b** and **c(6)**)			7d	743318
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	743318		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	743318
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
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
SMITH PROTECTIVE MGMT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SMITH PROTECTIVE MANAGEMENT INC.

D Employer Identification Number (EIN)
75-2426028

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

HARTFORD LIFE INS. CO.

06-0974148

(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)

HARTFORD LIFE INS. CO.

06-0974148

(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 23 37 38 50 54 56 59 60 62 63 64 65 66 99	NONE	435	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

RELIANCE TRUST COMPANY

58-7428634

(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?
25 99	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	400	Yes [ ] No [X]

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

MESIROW FINANCIAL INVESTMENT MGMT

36-3429599

(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?
27 49	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	161	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 ☐

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
HARTFORD LIFE INSURANCE COMPANY	15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHED 06-0974148	SEE ATTACHED

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	25 99	400

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD LIFE INS. CO. 06-0974148	SEE ATTACHED

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MESIROW FINANCIAL INVESTMENT MGMT	27 49	161

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD LIFE INS. CO. 06-0974148	SEE ATTACHED

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
SMITH PROTECTIVE MGMT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SMITH PROTECTIVE MANAGEMENT INC.

D Employer Identification Number (EIN)
75-2426028

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: SEPARATE ACCOUNT 401

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

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)
06-0974148-000	P	856144

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

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

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

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
SMITH PROTECTIVE MGMT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SMITH PROTECTIVE MANAGEMENT INC.

D Employer Identification Number (EIN)
75-2426028

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(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)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	0
(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)	5901	17530
(9) Value of interest in common/collective trusts	1c(9)	55010	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	674987	856144
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(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	735898	873674
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	735898	873674

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)	0	
	(B) Participants	2a(1)(B)	91482	
	(C) Others (including rollovers)	2a(1)(C)	7216	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		98698
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)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	467	
	(F) Other	2b(1)(F)	724	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1191
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(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)		467
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		73342
(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)		-6162
c Other income	2c		723
d Total income. Add all **income** amounts in column (b) and enter total	2d		168259
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18766	
(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)		18766
f Corrective distributions (see instructions)	2f		11157
g Certain deemed distributions of participant loans (see instructions)	2g		0
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)	560	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		560
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		30483
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		137776
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: CORNWELL JACKSON (2) EIN: 75-2621713

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		100000
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	X		

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
SMITH PROTECTIVE MGMT 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SMITH PROTECTIVE MANAGEMENT INC.

D Employer Identification Number (EIN)
75-2426028

Part I Distributions

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

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

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

EIN(s): 06-0974148 75-3182674

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** 0

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** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Supplemental Schedule
Smith Protective Management, Inc. 401(k) Plan
As of December 31, 2010 and 2009

Smith Protective Management, Inc.
401(k) Plan

Financial Statements

Years Ended December 31, 2010 and 2009

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

CORNWELL JACKSON
Certified Public Accountants
4975 Preston Park Blvd.
Suite 400
Plano, Texas 75093
Tel: 972-202-8000
Fax: 972-202-8010
www.cornwelljackson.com

Independent Auditors' Report

To the Participants and Plan Administrator
of Smith Protective Management, Inc. 401(k) Plan

We were engaged to audit the financial statements and the supplemental schedule of Smith Protective Management, Inc. 401(k) Plan, (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 3, which was certified by MG Trust Company, LLC, the custodian of the Plan from January 1, 2009 through May 31, 2010 and by Hartford Life Insurance Company, the custodian of the Plan from June 1, 2010 through December 31, 2010, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 custodians, 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.

Cornwell Jackson

Plano, Texas
October 11, 2011

Statements of Net Assets Available For Benefits
As of December 31,

	2010	2009
Assets		
Participant-directed investments, at fair value:		
Cash and cash equivalents	$ -	$ 3,239
Mutual funds	-	671,284
Pooled separate accounts	**856,144**	-
Collective investment trust	-	54,682
Total investments	**856,144**	729,205
Participants' contributions receivable	**1,145**	1,170
Notes receivable from participants	**17,530**	5,901
Accrued dividend income receivable	-	792
Total receivables	**18,675**	7,863
Total assets	**874,819**	737,068
Liabilities		
Corrective distribution payable	**2,119**	11,157
Total liabilities	**2,119**	11,157
Net assets available for benefits	$ **872,700**	$ 725,911

See accompanying notes

Statement of Changes in Net Assets Available For Benefits
For the Year Ended December 31,

		2010
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$	65,907
Interest and dividend income		3,187
Total investment income		69,094
Interest income from participant loans		467
Contributions:		
Participants' contributions		91,457
Rollovers		7,216
Total contributions		98,673
Total additions		168,234
Deductions from net assets attributed to:		
Benefits paid to participants		18,766
Administration expenses		560
Corrective distributions		2,119
Total deductions		21,445
Net increase		146,789
Net Assets Available for Benefits		
Beginning of year		725,911
End of year	$	872,700

See accompanying notes

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2010 and 2009

1. Description of Plan

The following brief description of the Smith Protective Management, Inc. 401(k) Plan (the "Plan") is provided as general information only. Participants should refer to the Plan document for a more comprehensive description of the Plan's provisions.

Effective June 1, 2010, the Plan was amended and restated, and a new trustee, administrator and custodian of the Plan were appointed. The conversion initiated a blackout period beginning May 21, 2010 and ending on June 30, 2010. During this period, funds could not be applied to the employee-selected funds with the custodian or withdrawn from the plan until the custodian had time to accurately complete the conversion. During this period, employee contributions continued to be made through payroll deductions. The contributions were held by the Company until the completion of the blackout period. At the end of the blackout period, these funds were transferred to the new custodian, Hartford Life Insurance Company, and invested in funds, as requested by each participant. Plan assets transferred to the new custodian were held in an interest bearing account until completion of the blackout period at which time they were invested in funds, as requested by each participant. The provisions of the restated plan document are substantially equivalent to the provisions of the prior plan document.

General
The Plan is a defined contribution plan available to all employees of Smith Protective Management, Inc. (the "Company" or "Plan Sponsor"), who have reached 21 years of age and completed 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions
Participants may make elective contributions between 1% and 50% of their pretax compensation for the contribution period. Furthermore, instead of or in addition to the participant's elective contribution on pretax compensation, a participant may elect to contribute to the Plan part or all of bonus compensation rather than receiving cash. In these circumstances, a participant's total contribution may exceed 50% of the participating employee's pretax compensation for the contribution period due to the election of the participant to contribute part or all of bonus compensation to the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participant contributions are subject to Internal Revenue Service ("IRS") limitations.

The Company, at the discretion of its Board of Directors, may contribute to the Plan a percentage of each participant's before-tax contribution and may also contribute an additional amount to be credited to all participants in the same proportion of each participant's salary to the total salary of all participants. The Company's percentage contributions and additional Company contributions are credited to the accounts of participants who are employed by the Company on December 31 of the plan year. No Company contributions were made for the years ended December 31, 2010 and 2009.

1. Description of Plan (continued)

Participant Accounts
Each participant's account is credited with the participant's contributions, allocations of Plan earnings and the participant's allocation of any Company contributions. Participant accounts are also charged with an allocation of certain administrative expenses. Contributions and earnings are allocated among investment options as selected by the participant. In conjunction with the conversion of the Plan to a new custodian, certain investment options offered by the Plan were replaced with other comparable investment options. The Plan also added other investment options not previously offered by the Plan.

Vesting
Participants are immediately vested in their deferral contributions plus actual earnings thereon. The Company matching contributions, earnings thereon, and any additional discretionary Company contributions vest 20 percent after two years plus 20 percent for each additional year of credited service. A participant is 100 percent vested after six years of credited service.

Forfeitures
The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeited balances of terminated participants' nonvested accounts may be used to reduce future administrative expenses or Company contributions. During the year ended December 31, 2010, forfeitures of $0 were used to reduce administrative expenses. At December 31, 2010 and 2009, unallocated forfeited nonvested accounts totaling $0 and $10, respectively, were available to offset future administrative expenses or Company contributions.

Participants Loans
Participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50 percent of their vested account balance. Loans are collateralized by the participant's account balance and bear interest at a fixed rate based on the prevailing rate on the date of funding. Principal repayments and the interest on outstanding balances are deducted ratably from the participant's pay.

Payments of Benefits
Upon termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account, in the form of a lump sum, partial payment or via periodic installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account in a lump-sum distribution or via period installment payments, subject to minimum balance distribution requirements. A participant may withdraw part of the vested interest in his or her account upon attainment of age 59 1/2, subject to Plan provisions.

Administrative Expense
The Company pays certain administrative expenses incurred by the Plan, including recordkeeping, trustee and audit fees. Transaction costs borne by the Plan are charged to the individual participant who initiated the transaction to which the charge relates by reducing the participant's account balance.

2. Summary of Significant Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting.

Reclassifications
Effective January 1, 2010, the Plan adopted the Financial Accounting Standards Board ("FASB") authoritative guidance on reporting loans to participants by defined contribution plans. In accordance with the provisions, participant loans are required to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principle balance, plus any accrued but unpaid interest. The adoption requires reclassification of participant loans from investments to notes receivable from participants on the statements of net assets available for benefits as of December 31, 2010 and 2009. Accordingly, 2009 financial statements have been reclassified to conform to the 2010 presentation. There was no impact on net assets available for benefits or changes in net assets available for benefits.

Payment of Benefits
Benefits are recorded when paid.

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 a 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 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 represent loans and are stated at their unpaid principal balance plus any accrued but unpaid interest.

Risks and Uncertainties
The Plan provides for various options in any combination of specified investments. The underlying investments may include stocks, bonds, fixed income securities, mutual funds 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 participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies (continued)

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 assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent Events
Subsequent events have been evaluated through the date of the independent auditor report.

3. Investments

The fair value of investments that represent 5 percent or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009 are summarized as follows:

	2010		2009	
PIMCO Total Return	**$ 80,539**		$ -	*
Blackrock Lifepath 2020	**139,540**		-	*
Blackrock Lifepath 2030	**46,446**		-	*
Blackrock Lifepath 2040	**76,961**		-	*
MFS Core Growth	**47,189**		-	*
Pioneer	**48,761**		-	*
The Hartford Inflation Plus	**46,313**		-	*
Franklin Templeton High Income	**61,067**		-	*
Allianz NFJ Dividend Value	**76,284**		-	*
PIMCO Total Return Fund	**-**	*	90,502	
MFS Total Return Fund	**-**	*	99,855	
PIMCO High Yield Fund	**-**	*	45,152	
MFS Massachusetts Investors Growth Fund	**-**	*	79,400	
BlackRock Aurora Portfolio Fund	**-**	*	71,961	
AIM International Growth Fund	**-**	*	80,865	
Columbia Large Cap Value Fund	**-**	*	126,156	
Gartmore Morley Stable Value Fund	**-**	*	54,682	
AIM Charter Fund	**-**	*	77,393	

* Fund balance did not represent 5% or more of the fair value of net assets available for benefits. Information has been included for comparative purposes.

3. Investments (continued)

Information Certified by the Trustee (unaudited)
The Company elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the following information included in the accompanying financial statements and supplemental schedule has been certified by the respective custodian, as being complete and accurate:

	2010	2009
Cash and cash equivalents	$ -	$ 3,239
Mutual funds	-	671,284
Pooled separate accounts	856,144	-
Collective investment trust	-	54,682
Total investments	$ 856,144	$ 729,205
Notes receivable from participants	$ 17,530	$ 5,901

	2010
Net appreciation in fair value of investments	$ 65,907
Dividend and interest income	3,187
	$ 69,094
Interest income from participant loans	$ 467

Net Change in Fair Value
During 2010, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $65,907 as follows:

	2010
Mutual funds	$ (9,349)
Pooled separate accounts	74,789
Collective investment trust	467
Net appreciation in fair value of investments	$ 65,907

Collective Investment Trust
Prior to June 1, 2010, the plan invested in the Gartmore Morley Stable Value Fund (the "Fund"). The Fund is a stable value fund that is a common collective trust designed for retirement trusts to provide returns, consistent with and providing for stability of investment returns, preservation of capital, liquidity to pay plan benefits, high credit quality, and reasonable tracking of interest rates. The Fund may invest in conventional guaranteed investment contracts (GICs), synthetic GICs, and separate account investment contracts issued by life insurance companies, banks, and other financial institutions. Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the financial markets.

3. Investments (continued)

Collective Investment Trust (continued)
The net asset value of the Fund's share classes was determined each business day by the Fund's Trustee. All earnings, expenses, and gains and losses of the Fund were reflected in the calculation of the daily unit value. Although it was intended to permit daily withdrawals, some of the assets of the Fund, especially investment contracts, may have required an adjustment in the value of the investment if a withdrawal was made. In any event, a withdrawal may have been deferred over such period of time, not to exceed one year, as may have been deemed necessary for fair and orderly management of the Fund.

Because the fund was considered fully benefit-responsive, contract value was the relevant measurement attribute for that portion of the net assets available for benefits attributable to the fund. However, an adjustment to contract value was not presented in the statement of net assets available for benefits because the difference between the fair value and contract value of the Fund at December 31, 2009 was not material.

4. Fair Value Measurements

The fair value hierarchy prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs).

The three levels of the fair value hierarchy are described below:

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.

4. Fair Value Measurements (continued)

The asset 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 and 2009.

Mutual funds: Valued at the net asset value ("NAV"), as determined by published market prices, of shares held by the Plan at year end.

Pooled separate accounts: Valued at the net asset value (or unit value) of the units held by the Plan at year-end based on information reported by the custodian. The NAV of each of the separate accounts is calculated in a manner consistent with the U.S. GAAP for investment companies and is determinative of their fair value and represent the price at which the Plan would be able to initiate a transaction. Several of the separate accounts invest in publicly quoted mutual funds or actively managed stocks. Some of the separate accounts also invest in fixed income securities. The fair value of the underlying mutual funds or stocks and of the underlying securities, which is based on quoted prices of similar assets, is used to determine the NAV of the separate account which is not publicly traded. Investments in these funds can be redeemed daily upon request. There were no significant unfunded commitments as of December 31, 2010.

Collective investment trust: The fair value of the investment in the common/collective trust is determined by the fund trustee based on the fair value of the underlying securities within the fund, which represent the net asset value of the shares held by the Plan at year end.

The methods described above 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 fair value measurement at the reporting date.

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

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Short-term fixed income (1)	$ -	$ 34,974	$ -	$ 34,974
Fixed income (2)	-	230,267	-	230,267
Asset allocations (3)	-	302,826	-	302,826
Large cap value (4)	-	125,045	-	125,045
Large cap growth (5)	-	47,189	-	47,189
Small/mid/specialty (6)	-	46,118	-	46,118
Global/international (7)	-	69,725	-	69,725
Total assets at fair value	$ -	$ 856,144	$ -	$ 856,144

4. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 3,239	$ -	$ -	$ 3,239
Mutual funds:				
Fixed income (2)	135,654	-	-	135,654
Large cap value (4)	303,404	-	-	303,404
Large cap growth (5)	79,400	-	-	79,400
Small/mid/specialty (6)	71,961	-	-	71,961
Global/international (7)	80,865	-	-	80,865
Total mutual fund	671,284	-	-	671,284
Collective investment trust	-	54,682	-	54,682
Total assets at fair value	$ 674,523	$ 54,682	$ -	$ 729,205

(1) Short-term fixed income funds invest primarily in bonds, or debt of a company or government entity (including U.S. and non-U.S.) that have maturity dates of one year or less.
(2) Fixed income funds invest primarily in bonds, or debt of a company or government entity (including U.S. and non-U.S.).
(3) Asset allocation funds invest primarily in a combination of funds that invest in U.S. stocks, international stocks, U.S. bonds and other fixed-income investments using asset allocation strategies based on a conservative, moderate or target date allocation methodology.
(4) Large cap value funds invest primarily in common stock and other equity securities of large size U.S. companies that pay or are expected to pay dividends.
(5) Large cap growth funds invest primarily in common stock of large size U.S. companies with the potential for growth.
(6) Small/mid/specialty funds invest primarily in common stock of small or midsize U.S. companies or the common stock of specialized U.S. companies.
(7) Global/international funds invest primarily in common stocks of issuers in Europe and the Pacific Basin.

5. Related Party Transactions

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, and part rendering service to the Plan, the Employer, and certain others. As such, transactions conducted by the custodian qualify as party-in-interest transactions.

6. Plan Termination

The Plan has been established with the intention that it will continue and be a permanent plan. However, although it has not expressed any intent to do so, the Company has the right under the Plan to terminate it at any time, subject to the provisions of ERISA. In the event the Plan terminates, participants would become fully vested in their account balances.

7. Tax Status

The Plan uses a volume submitter 401(k) savings plan document sponsored by PDS Advantage. PDS Advantage received a favorable determination letter dated March 31, 2008, from the Internal Revenue Service ("IRS") stating that the volume submitter plan document satisfies the applicable provisions of the Internal Revenue Code ("IRC"). The Plan itself has not received a determination letter from the IRS. However, Plan management believes the Plan, as adopted and amended, is operating within the guidelines of the IRC. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

8. Subsequent Event

Subsequent to the Plan amendment and restatement effective June 1, 2010, the Plan Sponsor determined that the amended and restated plan document incorporated provisions, specifically an auto enrollment feature, that were not the intention of the Plan Sponsor. As the Plan Sponsor did not initially intend to incorporate an auto enrollment feature in the Plan, participants were not auto enrolled in the Plan upon meeting the eligibility requirements. Effective October 10, 2011, the Plan was amended to eliminate the auto enrollment feature from the Plan provisions. It is the Plan Sponsor's intention to retroactively amend the Plan to the initial June 1, 2010 effective date to reflect the Plan Sponsor's initial intentions, which did not include an auto enrollment feature.

9. Reconciliation of Financial Statements to Form 5500

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

	2010	2009
Net assets available for plan benefits per the financial statements	**$ 872,700**	$ 725,911
Less: participant contributions receivable	**(1,145)**	(1,170)
Add: corrective distribution payable	**2,119**	11,157
Net assets available for plan benefits per Form 5500	**$ 873,674**	$ 735,898

The following is a reconciliation of the net increase for the year ended December 31, 2010 per the financial statements to the Form 5500:

Net increase per the financial statements	**$ 146,789**
Less: participant contribution receivable at December 31, 2010	**(1,145)**
Add: corrective distribution payable at December 31, 2010	**2,119**
Add: participant contribution receivable at December 31, 2009	**1,170**
Less: corrective distribution payable at December 31, 2009	**(11,157)**
Net increase per the Form 5500	**$ 137,776**

Supplemental Schedule
Smith Protective Management, Inc. 401(k) Plan
As of December 31, 2010

Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
December 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	(e) Current value
	Pooled Separate Accounts:		
*	Hartford Life Insurance Company	The Hartford Small Company	8,623
*	Hartford Life Insurance Company	PIMCO Total Return	80,539
*	Hartford Life Insurance Company	MFS Research Intl	18,768
*	Hartford Life Insurance Company	Blackrock Lifepath 2020	139,540
*	Hartford Life Insurance Company	Blackrock Lifepath 2030	46,446
*	Hartford Life Insurance Company	Blackrock Lifepath 2040	76,961
*	Hartford Life Insurance Company	Blackrock Lifepath Retirement	39,312
*	Hartford Life Insurance Company	Invesco Real Estate	1,812
*	Hartford Life Insurance Company	MFS Core Growth	47,189
*	Hartford Life Insurance Company	American Funds Capital World Gr & Inc	26,220
*	Hartford Life Insurance Company	Pioneer	48,761
*	Hartford Life Insurance Company	The Hartford Inflation Plus	46,313
*	Hartford Life Insurance Company	Victory Spec Val	25,592
*	Hartford Life Insurance Company	Franklin Templeton High Income	61,067
*	Hartford Life Insurance Company	MFS Government Securities	42,348
*	Hartford Life Insurance Company	Allianz NFJ Dividend Value	76,284
*	Hartford Life Insurance Company	Victory Small Company Opportunity	10,091
*	Hartford Life Insurance Company	JP Morgan Prime MM Cash Management	34,974
*	Hartford Life Insurance Company	Blackrock Lifepath 2050	567
*	Hartford Life Insurance Company	Oppenheimer Developing Markets	24,737
			856,144
	Participant loans:		
*	Participant Loans Fund	Interest rates of 4.25%	$ 17,530

* Column (a) indicates each identified person/entity known to be a party-in-interest.

Note: Column (d) - Historical cost information is not provided as all investments are participant directed.

Note: The information presented has been certified by the Custodian as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure.

Financial Statements and Supplemental Schedule
Smith Protective Management, Inc. 401(k) Plan
As of December 31, 2010 and 2009

Smith Protective Management, Inc.
401(k) Plan

Financial Statements

Years Ended December 31, 2010 and 2009

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

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Independent Auditors' Report

To the Participants and Plan Administrator
of Smith Protective Management, Inc. 401(k) Plan

We were engaged to audit the financial statements and the supplemental schedule of Smith Protective Management, Inc. 401(k) Plan, (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 3, which was certified by MG Trust Company, LLC, the custodian of the Plan from January 1, 2009 through May 31, 2010 and by Hartford Life Insurance Company, the custodian of the Plan from June 1, 2010 through December 31, 2010, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 custodians, 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.

Cornwell Jackson

Plano, Texas
October 11, 2011

Statements of Net Assets Available For Benefits
As of December 31,

	2010	2009
Assets		
Participant-directed investments, at fair value:		
Cash and cash equivalents	$ -	$ 3,239
Mutual funds	-	671,284
Pooled separate accounts	**856,144**	-
Collective investment trust	-	54,682
Total investments	**856,144**	729,205
Participants' contributions receivable	**1,145**	1,170
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Accrued dividend income receivable	-	792
Total receivables	**18,675**	7,863
Total assets	**874,819**	737,068
Liabilities		
Corrective distribution payable	**2,119**	11,157
Total liabilities	**2,119**	11,157
Net assets available for benefits	$ **872,700**	$ 725,911

See accompanying notes

Statement of Changes in Net Assets Available For Benefits
For the Year Ended December 31,

		2010
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$	65,907
Interest and dividend income		3,187
Total investment income		69,094
Interest income from participant loans		467
Contributions:		
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Rollovers		7,216
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Benefits paid to participants		18,766
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Corrective distributions		2,119
Total deductions		21,445
Net increase		146,789
Net Assets Available for Benefits		
Beginning of year		725,911
End of year	$	872,700

See accompanying notes

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2010 and 2009

1. Description of Plan

The following brief description of the Smith Protective Management, Inc. 401(k) Plan (the "Plan") is provided as general information only. Participants should refer to the Plan document for a more comprehensive description of the Plan's provisions.

Effective June 1, 2010, the Plan was amended and restated, and a new trustee, administrator and custodian of the Plan were appointed. The conversion initiated a blackout period beginning May 21, 2010 and ending on June 30, 2010. During this period, funds could not be applied to the employee-selected funds with the custodian or withdrawn from the plan until the custodian had time to accurately complete the conversion. During this period, employee contributions continued to be made through payroll deductions. The contributions were held by the Company until the completion of the blackout period. At the end of the blackout period, these funds were transferred to the new custodian, Hartford Life Insurance Company, and invested in funds, as requested by each participant. Plan assets transferred to the new custodian were held in an interest bearing account until completion of the blackout period at which time they were invested in funds, as requested by each participant. The provisions of the restated plan document are substantially equivalent to the provisions of the prior plan document.

General
The Plan is a defined contribution plan available to all employees of Smith Protective Management, Inc. (the "Company" or "Plan Sponsor"), who have reached 21 years of age and completed 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions
Participants may make elective contributions between 1% and 50% of their pretax compensation for the contribution period. Furthermore, instead of or in addition to the participant's elective contribution on pretax compensation, a participant may elect to contribute to the Plan part or all of bonus compensation rather than receiving cash. In these circumstances, a participant's total contribution may exceed 50% of the participating employee's pretax compensation for the contribution period due to the election of the participant to contribute part or all of bonus compensation to the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participant contributions are subject to Internal Revenue Service ("IRS") limitations.

The Company, at the discretion of its Board of Directors, may contribute to the Plan a percentage of each participant's before-tax contribution and may also contribute an additional amount to be credited to all participants in the same proportion of each participant's salary to the total salary of all participants. The Company's percentage contributions and additional Company contributions are credited to the accounts of participants who are employed by the Company on December 31 of the plan year. No Company contributions were made for the years ended December 31, 2010 and 2009.

1. Description of Plan (continued)

Participant Accounts
Each participant's account is credited with the participant's contributions, allocations of Plan earnings and the participant's allocation of any Company contributions. Participant accounts are also charged with an allocation of certain administrative expenses. Contributions and earnings are allocated among investment options as selected by the participant. In conjunction with the conversion of the Plan to a new custodian, certain investment options offered by the Plan were replaced with other comparable investment options. The Plan also added other investment options not previously offered by the Plan.

Vesting
Participants are immediately vested in their deferral contributions plus actual earnings thereon. The Company matching contributions, earnings thereon, and any additional discretionary Company contributions vest 20 percent after two years plus 20 percent for each additional year of credited service. A participant is 100 percent vested after six years of credited service.

Forfeitures
The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeited balances of terminated participants' nonvested accounts may be used to reduce future administrative expenses or Company contributions. During the year ended December 31, 2010, forfeitures of $0 were used to reduce administrative expenses. At December 31, 2010 and 2009, unallocated forfeited nonvested accounts totaling $0 and $10, respectively, were available to offset future administrative expenses or Company contributions.

Participants Loans
Participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50 percent of their vested account balance. Loans are collateralized by the participant's account balance and bear interest at a fixed rate based on the prevailing rate on the date of funding. Principal repayments and the interest on outstanding balances are deducted ratably from the participant's pay.

Payments of Benefits
Upon termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account, in the form of a lump sum, partial payment or via periodic installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account in a lump-sum distribution or via period installment payments, subject to minimum balance distribution requirements. A participant may withdraw part of the vested interest in his or her account upon attainment of age 59 1/2, subject to Plan provisions.

Administrative Expense
The Company pays certain administrative expenses incurred by the Plan, including recordkeeping, trustee and audit fees. Transaction costs borne by the Plan are charged to the individual participant who initiated the transaction to which the charge relates by reducing the participant's account balance.

2. Summary of Significant Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting.

Reclassifications
Effective January 1, 2010, the Plan adopted the Financial Accounting Standards Board ("FASB") authoritative guidance on reporting loans to participants by defined contribution plans. In accordance with the provisions, participant loans are required to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principle balance, plus any accrued but unpaid interest. The adoption requires reclassification of participant loans from investments to notes receivable from participants on the statements of net assets available for benefits as of December 31, 2010 and 2009. Accordingly, 2009 financial statements have been reclassified to conform to the 2010 presentation. There was no impact on net assets available for benefits or changes in net assets available for benefits.

Payment of Benefits
Benefits are recorded when paid.

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 a 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 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 represent loans and are stated at their unpaid principal balance plus any accrued but unpaid interest.

Risks and Uncertainties
The Plan provides for various options in any combination of specified investments. The underlying investments may include stocks, bonds, fixed income securities, mutual funds 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 participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies (continued)

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 assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent Events
Subsequent events have been evaluated through the date of the independent auditor report.

3. Investments

The fair value of investments that represent 5 percent or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009 are summarized as follows:

	2010		2009	
PIMCO Total Return	**$ 80,539**		$ -	*
Blackrock Lifepath 2020	**139,540**		-	*
Blackrock Lifepath 2030	**46,446**		-	*
Blackrock Lifepath 2040	**76,961**		-	*
MFS Core Growth	**47,189**		-	*
Pioneer	**48,761**		-	*
The Hartford Inflation Plus	**46,313**		-	*
Franklin Templeton High Income	**61,067**		-	*
Allianz NFJ Dividend Value	**76,284**		-	*
PIMCO Total Return Fund	**-**	*	90,502	
MFS Total Return Fund	**-**	*	99,855	
PIMCO High Yield Fund	**-**	*	45,152	
MFS Massachusetts Investors Growth Fund	**-**	*	79,400	
BlackRock Aurora Portfolio Fund	**-**	*	71,961	
AIM International Growth Fund	**-**	*	80,865	
Columbia Large Cap Value Fund	**-**	*	126,156	
Gartmore Morley Stable Value Fund	**-**	*	54,682	
AIM Charter Fund	**-**	*	77,393	

* Fund balance did not represent 5% or more of the fair value of net assets available for benefits. Information has been included for comparative purposes.

3. Investments (continued)

Information Certified by the Trustee (unaudited)
The Company elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the following information included in the accompanying financial statements and supplemental schedule has been certified by the respective custodian, as being complete and accurate:

	2010	2009
Cash and cash equivalents	$ -	$ 3,239
Mutual funds	-	671,284
Pooled separate accounts	856,144	-
Collective investment trust	-	54,682
Total investments	$ 856,144	$ 729,205
Notes receivable from participants	$ 17,530	$ 5,901

	2010
Net appreciation in fair value of investments	$ 65,907
Dividend and interest income	3,187
	$ 69,094
Interest income from participant loans	$ 467

Net Change in Fair Value
During 2010, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $65,907 as follows:

	2010
Mutual funds	$ (9,349)
Pooled separate accounts	74,789
Collective investment trust	467
Net appreciation in fair value of investments	$ 65,907

Collective Investment Trust
Prior to June 1, 2010, the plan invested in the Gartmore Morley Stable Value Fund (the "Fund"). The Fund is a stable value fund that is a common collective trust designed for retirement trusts to provide returns, consistent with and providing for stability of investment returns, preservation of capital, liquidity to pay plan benefits, high credit quality, and reasonable tracking of interest rates. The Fund may invest in conventional guaranteed investment contracts (GICs), synthetic GICs, and separate account investment contracts issued by life insurance companies, banks, and other financial institutions. Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the financial markets.

3. Investments (continued)

Collective Investment Trust (continued)
The net asset value of the Fund's share classes was determined each business day by the Fund's Trustee. All earnings, expenses, and gains and losses of the Fund were reflected in the calculation of the daily unit value. Although it was intended to permit daily withdrawals, some of the assets of the Fund, especially investment contracts, may have required an adjustment in the value of the investment if a withdrawal was made. In any event, a withdrawal may have been deferred over such period of time, not to exceed one year, as may have been deemed necessary for fair and orderly management of the Fund.

Because the fund was considered fully benefit-responsive, contract value was the relevant measurement attribute for that portion of the net assets available for benefits attributable to the fund. However, an adjustment to contract value was not presented in the statement of net assets available for benefits because the difference between the fair value and contract value of the Fund at December 31, 2009 was not material.

4. Fair Value Measurements

The fair value hierarchy prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 inputs) and the lowest priority to unobservable inputs (level 3 inputs).

The three levels of the fair value hierarchy are described below:

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.

4. Fair Value Measurements (continued)

The asset 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 and 2009.

Mutual funds: Valued at the net asset value ("NAV"), as determined by published market prices, of shares held by the Plan at year end.

Pooled separate accounts: Valued at the net asset value (or unit value) of the units held by the Plan at year-end based on information reported by the custodian. The NAV of each of the separate accounts is calculated in a manner consistent with the U.S. GAAP for investment companies and is determinative of their fair value and represent the price at which the Plan would be able to initiate a transaction. Several of the separate accounts invest in publicly quoted mutual funds or actively managed stocks. Some of the separate accounts also invest in fixed income securities. The fair value of the underlying mutual funds or stocks and of the underlying securities, which is based on quoted prices of similar assets, is used to determine the NAV of the separate account which is not publicly traded. Investments in these funds can be redeemed daily upon request. There were no significant unfunded commitments as of December 31, 2010.

Collective investment trust: The fair value of the investment in the common/collective trust is determined by the fund trustee based on the fair value of the underlying securities within the fund, which represent the net asset value of the shares held by the Plan at year end.

The methods described above 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 fair value measurement at the reporting date.

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

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Short-term fixed income (1)	$ -	$ 34,974	$ -	$ 34,974
Fixed income (2)	-	230,267	-	230,267
Asset allocations (3)	-	302,826	-	302,826
Large cap value (4)	-	125,045	-	125,045
Large cap growth (5)	-	47,189	-	47,189
Small/mid/specialty (6)	-	46,118	-	46,118
Global/international (7)	-	69,725	-	69,725
Total assets at fair value	$ -	$ 856,144	$ -	$ 856,144

4. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 3,239	$ -	$ -	$ 3,239
Mutual funds:				
Fixed income (2)	135,654	-	-	135,654
Large cap value (4)	303,404	-	-	303,404
Large cap growth (5)	79,400	-	-	79,400
Small/mid/specialty (6)	71,961	-	-	71,961
Global/international (7)	80,865	-	-	80,865
Total mutual fund	671,284	-	-	671,284
Collective investment trust	-	54,682	-	54,682
Total assets at fair value	$ 674,523	$ 54,682	$ -	$ 729,205

(1) Short-term fixed income funds invest primarily in bonds, or debt of a company or government entity (including U.S. and non-U.S.) that have maturity dates of one year or less.
(2) Fixed income funds invest primarily in bonds, or debt of a company or government entity (including U.S. and non-U.S.).
(3) Asset allocation funds invest primarily in a combination of funds that invest in U.S. stocks, international stocks, U.S. bonds and other fixed-income investments using asset allocation strategies based on a conservative, moderate or target date allocation methodology.
(4) Large cap value funds invest primarily in common stock and other equity securities of large size U.S. companies that pay or are expected to pay dividends.
(5) Large cap growth funds invest primarily in common stock of large size U.S. companies with the potential for growth.
(6) Small/mid/specialty funds invest primarily in common stock of small or midsize U.S. companies or the common stock of specialized U.S. companies.
(7) Global/international funds invest primarily in common stocks of issuers in Europe and the Pacific Basin.

5. Related Party Transactions

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, and part rendering service to the Plan, the Employer, and certain others. As such, transactions conducted by the custodian qualify as party-in-interest transactions.

6. Plan Termination

The Plan has been established with the intention that it will continue and be a permanent plan. However, although it has not expressed any intent to do so, the Company has the right under the Plan to terminate it at any time, subject to the provisions of ERISA. In the event the Plan terminates, participants would become fully vested in their account balances.

7. Tax Status

The Plan uses a volume submitter 401(k) savings plan document sponsored by PDS Advantage. PDS Advantage received a favorable determination letter dated March 31, 2008, from the Internal Revenue Service ("IRS") stating that the volume submitter plan document satisfies the applicable provisions of the Internal Revenue Code ("IRC"). The Plan itself has not received a determination letter from the IRS. However, Plan management believes the Plan, as adopted and amended, is operating within the guidelines of the IRC. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

8. Subsequent Event

Subsequent to the Plan amendment and restatement effective June 1, 2010, the Plan Sponsor determined that the amended and restated plan document incorporated provisions, specifically an auto enrollment feature, that were not the intention of the Plan Sponsor. As the Plan Sponsor did not initially intend to incorporate an auto enrollment feature in the Plan, participants were not auto enrolled in the Plan upon meeting the eligibility requirements. Effective October 10, 2011, the Plan was amended to eliminate the auto enrollment feature from the Plan provisions. It is the Plan Sponsor's intention to retroactively amend the Plan to the initial June 1, 2010 effective date to reflect the Plan Sponsor's initial intentions, which did not include an auto enrollment feature.

9. Reconciliation of Financial Statements to Form 5500

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

	2010	2009
Net assets available for plan benefits per the financial statements	**$ 872,700**	$ 725,911
Less: participant contributions receivable	**(1,145)**	(1,170)
Add: corrective distribution payable	**2,119**	11,157
Net assets available for plan benefits per Form 5500	**$ 873,674**	$ 735,898

The following is a reconciliation of the net increase for the year ended December 31, 2010 per the financial statements to the Form 5500:

Net increase per the financial statements	**$ 146,789**
Less: participant contribution receivable at December 31, 2010	**(1,145)**
Add: corrective distribution payable at December 31, 2010	**2,119**
Add: participant contribution receivable at December 31, 2009	**1,170**
Less: corrective distribution payable at December 31, 2009	**(11,157)**
Net increase per the Form 5500	**$ 137,776**

Supplemental Schedule
Smith Protective Management, Inc. 401(k) Plan
As of December 31, 2010

Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
December 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	(e) Current value
	Pooled Separate Accounts:		
*	Hartford Life Insurance Company	The Hartford Small Company	8,623
*	Hartford Life Insurance Company	PIMCO Total Return	80,539
*	Hartford Life Insurance Company	MFS Research Intl	18,768
*	Hartford Life Insurance Company	Blackrock Lifepath 2020	139,540
*	Hartford Life Insurance Company	Blackrock Lifepath 2030	46,446
*	Hartford Life Insurance Company	Blackrock Lifepath 2040	76,961
*	Hartford Life Insurance Company	Blackrock Lifepath Retirement	39,312
*	Hartford Life Insurance Company	Invesco Real Estate	1,812
*	Hartford Life Insurance Company	MFS Core Growth	47,189
*	Hartford Life Insurance Company	American Funds Capital World Gr & Inc	26,220
*	Hartford Life Insurance Company	Pioneer	48,761
*	Hartford Life Insurance Company	The Hartford Inflation Plus	46,313
*	Hartford Life Insurance Company	Victory Spec Val	25,592
*	Hartford Life Insurance Company	Franklin Templeton High Income	61,067
*	Hartford Life Insurance Company	MFS Government Securities	42,348
*	Hartford Life Insurance Company	Allianz NFJ Dividend Value	76,284
*	Hartford Life Insurance Company	Victory Small Company Opportunity	10,091
*	Hartford Life Insurance Company	JP Morgan Prime MM Cash Management	34,974
*	Hartford Life Insurance Company	Blackrock Lifepath 2050	567
*	Hartford Life Insurance Company	Oppenheimer Developing Markets	24,737
			856,144
	Participant loans:		
*	Participant Loans Fund	Interest rates of 4.25%	$ 17,530

* Column (a) indicates each identified person/entity known to be a party-in-interest.

Note: Column (d) - Historical cost information is not provided as all investments are participant directed.

Note: The information presented has been certified by the Custodian as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure.

2010 Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in understanding the fees and compensation associated with your plan. If your plan is required to complete a *Form 5500 Schedule C*, this report identifies the different types of reportable compensation paid with respect to the Hartford product utilized by the retirement plan.

As permitted under the Schedule C reporting rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate, or a formula or rate.

- Where it is an actual dollar amount, no further notation is provided.
- Where it is an estimate, we have used a reasonable method to arrive at the estimate and described the method used to arrive at the estimated amount.
- Where a formula or rate is provided, the formula may be disclosed under the Schedule C reporting rules. Alternatively, for purposes of Schedule C or for your fiduciary review of the compensation paid with respect to the plan's product, you may calculate an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies. Thus, much of the compensation information being provided can be expressed in the form of a formula.

Please note that all compensation is being reported for the 2010 calendar year. This report includes compensation actually paid to or by The Hartford within the 2010 calendar year as part of your Hartford product. This report does not include amounts deducted from plan assets and paid to third parties (other than The Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here directly from other service providers.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. These service codes are listed in the 2010 Instructions for Schedule C (Form 5500). Please review with your experienced benefits counsel and other professionals to determine the most appropriate service codes for your plan.

Please contact your Hartford Client Service Team should you require additional information regarding the compensation paid to or by The Hartford with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice or accounting or other professional services. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

SMITH PROTECTIVE MGMT 401K PLAN (821920)
PLAN YEAR END: 12/31

For use with lines 2(h), 3(c), 3(d), 3(e)

Recipient: Hartford Life Insurance Company EIN: 06-0974148

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

1. Direct Compensation **$435.00**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction. Of this amount, our records indicate that Hartford Life Insurance Company received **$385.00** . Please review your records to determine what other service providers (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, plan auditor) received all or any portion of the remaining amount.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Life Insurance Company are the net result of aggregating direct compensation after the effects of adjustments processed in 2010, some of which may have pertained to prior years.

2. Indirect Compensation

Program & Administrative Charge
Service Code: 66

Hartford Life Insurance Company Separate Accounts, 200 Hopmeadow Road, Simsbury, CT 06089

[see fund chart below for percentage]% per annum of the daily Sub-Account values (pursuant to the group annuity contract or funding agreement)

Float compensation **$1.03**

Bank accounts and investments associated with short-term investment pool, 200 Hopmeadow Road, Simsbury, CT 06089

This is an estimate based on the annual average rate of float (0.1415% for 2010) earned on the bank accounts and investment associated with the short-term investment pool for the 2010 calendar year multiplied by an estimate of the assets related to uncashed checks. This estimate does not include float earned for any other reason (e.g., if amounts remitted to Hartford cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

Compensation paid with respect to Underlying Funds

Investment Option Name	*EIN*	*Fees Received from investment options on your Plan's Menu (rates as of 12/31/10)*	*Total Annual Expenses[1] (as of 12/31/10)*	*Program & Admin. Charge*
ALLIANZ NFJ DIVIDEND VALUE R	33-0457728	0.75% x assets	1.31%	1.00%
AMERICAN FUNDS CP WLD GR INC-R1	95-1411037	1.10% x assets	1.58%	1.00%
BLACKROCK LIFEPATH 2020 A	51-0318674	0.75% x assets	0.97%	1.00%
BLACKROCK LIFEPATH 2030 A	51-0318674	0.75% x assets	0.95%	1.00%
BLACKROCK LIFEPATH 2040 A	51-0318674	0.75% x assets	0.94%	1.00%
BLACKROCK LIFEPATH 2050 A	51-0318674	0.75% x assets	0.85%	1.00%
BLACKROCK LIFEPATH RETIREMENT A	51-0318674	0.75% x assets	1.00%	1.00%

Investment Option Name	*EIN*	*Fees Received from investment options on your Plan's Menu (rates as of 12/31/10)*	*Total Annual Expenses[1] (as of 12/31/10)*	*Program & Admin. Charge*
FRANKLIN HIGH INCOME R	94-1693697	0.60% x assets plus $12/participant	1.11%	1.00%
INVESCO REAL ESTATE R	76-0343427	0.75% x assets	1.58%	1.00%
JPMORGAN PRIME MONEY MKT CASHMGT	33-1043149	0.80% x assets	0.53%	1.00%
MFS CORE GROWTH R2	04-3158862	0.87% x assets	1.46%	1.00%
MFS GOVERNMENT SECURITIES R2	04-3158862	0.85% x assets	1.13%	1.00%
MFS RESEARCH INTERNATIONAL R2	04-3158862	0.85% x assets	1.49%	1.00%
OPPENHEIMER DEVELOPING MARKETS N	93-6305075	0.50% x assets plus $12/participant	1.71%	1.00%
PIMCO TOTAL RETURN R	33-0629048	0.65% x assets	1.15%	1.00%
PIONEER R	04-6013015	0.75% x assets	1.45%	1.00%
THE HARTFORD INFLATION PLUS R3	22-2937447	0.85% x assets	1.25%	1.00%
THE HARTFORD SMALL COMPANY R3	22-2937447	0.85% x assets	1.55%	1.00%
VICTORY SMALL CO OPPORTUNITY R	31-6364605	0.65% x assets plus $16/participant	1.65%	1.00%
VICTORY SPECIAL VALUE R	31-6364605	0.65% x assets plus $16/participant	1.61%	1.00%

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Hartford Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds.

The list includes any investment option held by the plan during the 2010 calendar year. To arrive at an estimate of the dollar amount that Hartford received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

[1] This amount is the sum of the fund's distribution, management and other fees, which are also identified in the fund's prospectus. Please note that affiliates of Hartford Life Insurance Company act as advisor to the Hartford funds. Such affiliates are identified in the fund's prospectus' and receive management fees in the following amounts:

The Hartford Inflation Plus Inv Opt	0.52% x assets
The Hartford Small Company Inv Opt	0.82% x assets

Recipient: Reliance Trust Company EIN: 58-7428634

Indirect Compensation

Trust service fee **$400.00**
Service Codes: 25, 99 (if Reliance Trust Company is acting as directed trustee)

Payors: Hartford Life Insurance Company EIN: 06-0974148
Hartford Retirement Services, LLC EIN: 26-1589907

Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599

Annual fee and basis point fee for Mesirow plan fiduciary service **$116.35**
Service code: 27

Payor: Hartford Life Insurance Company EIN: 06-0974148

This is an estimate based on the annual flat fee plus the basis point fee paid to Mesirow divided by the number of plans using this feature.

Annual platform package fee ("Model My Goals") **$44.20**
Service code: 49

Payor: Hartford Life Insurance Company EIN: 06-0974148

This is an estimate based on the annual platform package fee paid to Mesirow divided by the number of plans using this feature.