

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ODYSSEY INDUSTRIES, INC. 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/1996</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/1996</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/1996</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ODYSSEY INDUSTRIES, INC.</u> <u>3020 INDIANWOOD ROAD</u> <u>LAKE ORION, MI 48362</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>38-3214228</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>248-814-8800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>332900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>38-3214228</u>	2c Sponsor's telephone number <u>248-814-8800</u>	2d Business code (see instructions) <u>332900</u>	
2b Employer Identification Number (EIN) <u>38-3214228</u>					
2c Sponsor's telephone number <u>248-814-8800</u>					
2d Business code (see instructions) <u>332900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	11/07/2011	DANIELLE COURSE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	11/07/2011	DANIELLE COURSE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ODYSSEY INDUSTRIES, INC. 3020 INDIANWOOD ROAD LAKE ORION, MI 48362	3b Administrator's EIN 38-3214228 3c Administrator's telephone number 248-814-8800
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	284
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	219
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	69
d Subtotal. Add lines 6a , 6b , and 6c	6d	288
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	288
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	227
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2T 3D 3H

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ ¹ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan ODYSSEY INDUSTRIES, INC. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. ODYSSEY INDUSTRIES, INC.		
D Employer Identification Number (EIN) 38-3214228		

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.
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1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK 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
01-0233346	65838	97632	228	06/25/2010	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
17180	9841

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
LPL FINANCIAL CORPORATION 4080 JOHN R ROAD TROY, MI 48085

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
17180	0		3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
GREAT LAKES PENSION ASSOCIATES, INC 37923 WEST TWELVE MILE ROAD FARMINGTON HILLS, MI 48331

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	9826	TPA FORUM COMPENSATION - NOT PART OF PLAN COSTS OR CONTRACT CHARGES	5

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

GREAT LAKES PENSION ASSOCIATES, INC

37923 WEST TWELVE MILE ROAD
FARMINGTON HILLS, MI 48331

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	15	TPA IRA ROLLOVER PAYMENT - NOT PART OF PLAN COSTS OR CONTRACT CHARGES	5

(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	21816
5 Current value of plan's interest under this contract in separate accounts at year end	5	3736883

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. Specify nature of costs ▶	6d	

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
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c Additions: (1) Contributions deposited during the year	7c(1)	0	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	0	
(4) Transferred from separate account	7c(4)	0	
(5) Other (specify below)	7c(5)	21816	

▶ TRANSFERRED FROM PRIOR CARRIER

(6) Total additions	7c(6)	21816
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d Total of balance and additions (add b and c(6))	7d	21816
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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)	0	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract e(5) from d)	7f	21816
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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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A Name of plan ODYSSEY INDUSTRIES, INC. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ODYSSEY INDUSTRIES, INC.	D Employer Identification Number (EIN) 38-3214228

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....	☒ Yes ☐ No
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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).
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
PUTNAM INVESTMENTS	1 POST OFFICE SQUARE BOSTON, MA 02109
20-2020334	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
JOHN HANCOCK LIFE INSURANCE CO.	P.O. BOX 600 BUFFALO, NY 14201-0600
01-0233346	

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

JOHN HANCOCK LIFE INSURANCE CO.

P.O. BOX 600
BUFFALO, NY 14201-0600

01-0233346

(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	RECORDKEEPER	342	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

GREAT LAKES PENSION ASSOCIATES, INC

37923 WEST TWELVE MILE ROAD
FARMINGTON HILLS, MI 48331

38-2438760

(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?
12 37	THIRD PARTY ADMINISTRATO	3406	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

20-1932099

(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 21 25 38 49 50 62 64 65	RECORDKEEPER AND TRUSTEE	6140	Yes ☒ No ☐	Yes ☐ No ☒	15152	Yes ☐ No ☒

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

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

20-1932099

(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 21 25 38 49 59 64 65 99	THIRD PARTY ADMINISTRATO	0	Yes ☒ No ☐	Yes ☐ No ☒	15138	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div></div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan ODYSSEY INDUSTRIES, INC. 401(K) SAVINGS PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ODYSSEY INDUSTRIES, INC.				D Employer Identification Number (EIN) 38-3214228	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2045					
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA					
c EIN-PN 01-0233346-000		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45790		
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2040					
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA					
c EIN-PN 01-0233346-000		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37533		
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2035					
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA					
c EIN-PN 01-0233346-000		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102601		
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2030					
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA					
c EIN-PN 01-0233346-000		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25279		
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2025					
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA					
c EIN-PN 01-0233346-000		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 149547		
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2015					
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA					
c EIN-PN 01-0233346-000		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0		
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE					
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA					
c EIN-PN 01-0233346-000		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 128606		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					

a Name of MTIA, CCT, PSA, or 103-12 IE: [LIFESTYLE GROWTH](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	475302
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a Name of MTIA, CCT, PSA, or 103-12 IE: [LIFESTYLE BALANCED](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1533588
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a Name of MTIA, CCT, PSA, or 103-12 IE: [LIFESTYLE MODERATE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	129291
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a Name of MTIA, CCT, PSA, or 103-12 IE: [LIFESTYLE CONSERVATIVE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	95239
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SELECT AA BALANCED](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3687
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SELECT GLOBAL DIVERSIFICATION](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4006
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a Name of MTIA, CCT, PSA, or 103-12 IE: [FIDELITY ADVISOR GOLD FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	83082
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a Name of MTIA, CCT, PSA, or 103-12 IE: [REAL EST. SECURITIES FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	24791
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a Name of MTIA, CCT, PSA, or 103-12 IE: [DFA EMERGING MARKETS VALUE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	69117
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a Name of MTIA, CCT, PSA, or 103-12 IE: [ROYCE OPPORTUNITY](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	5542
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24292

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU JENNISON MID GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13336

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3286

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65212

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 556

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE VALUE			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4983

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 665

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 320

a Name of MTIA, CCT, PSA, or 103-12 IE: PARNASSUS EQUITY INCOME			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1465

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADV LEVERAGED CO STK		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25424

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 110472

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7912

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA INTERNATIONAL VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 645

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30901

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35119

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7120

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64225

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL WORLD GROWTH & INCOME		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33266

a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE BOND FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2868
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	62010
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND MARKET FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	61047
a Name of MTIA, CCT, PSA, or 103-12 IE: IVY ASSET STRATEGY FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	25884
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	77349
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3413
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	61896
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2646
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN HIGH-INCOME FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	41391

a Name of MTIA, CCT, PSA, or 103-12 IE: **OPPENHEIMER INTL BOND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18589
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a Name of MTIA, CCT, PSA, or 103-12 IE: **PIMCO REAL RETURN****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1504
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a Name of MTIA, CCT, PSA, or 103-12 IE: **CAPITAL WORLD BOND FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7172
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a Name of MTIA, CCT, PSA, or 103-12 IE: **STRATEGIC INCOME OPP FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28914
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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)
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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)
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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)
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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)
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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)
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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)
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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
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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 ODYSSEY INDUSTRIES, INC. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ODYSSEY INDUSTRIES, INC.	D Employer Identification Number (EIN) 38-3214228	

Part I	Asset and Liability Statement
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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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	222692	192642
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		3736883
(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)	3402054	
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		21816
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3624746	3951341

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3624746	3951341
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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)	263210	
(B) Participants	2a(1)(B)	706540	
(C) Others (including rollovers)	2a(1)(C)	18997	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		988747
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	8751	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8751
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	27821	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		27821
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		320964
(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)		-33406
c Other income.....	2c		-3
d Total income. Add all income amounts in column (b) and enter total.....	2d		1312874

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	978131	
(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)		978131
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1285	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6863	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8148
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		986279

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		326595
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DOEREN MAYHEW

(2) EIN: 38-2492570

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan ODYSSEY INDUSTRIES, INC. 401(K) SAVINGS PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ODYSSEY INDUSTRIES, INC.		D Employer Identification Number (EIN) 38-3214228
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 20-2020334 01-0233346		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2010

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Independent Auditor's Report

To the Plan Administrator of the
Odyssey Industries, Inc.
401(k) Savings Plan

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Odyssey Industries, Inc. 401(k) Savings Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2010 and the supplemental schedule as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investments, investment transactions, and related income certified by the Custodians of the Plan (see Note 1), 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 Custodians hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained a certification 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.

DOEREN MAYHEW

November 3, 2011
Troy, Michigan

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31,	
	2010	2009
	<u> </u>	<u> </u>
Cash	\$ 21,817	\$ -
Investments, At Fair Value (notes 2, 3 and 4)		
Money Market Account	61,047	476,401
Mutual Funds	<u>3,675,835</u>	<u>2,925,654</u>
Total investments	3,736,882	3,402,055
Employee Contributions Receivable	-	5,998
Participant Notes Receivable (notes 1, 2 and 4)	<u>192,642</u>	<u>222,692</u>
Net Assets Available For Plan Benefits	<u><u>\$ 3,951,341</u></u>	<u><u>\$ 3,630,745</u></u>

See accompanying notes to financial statements

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

Additions

Investment income (notes 3 and 4)	
Dividend and interest income	\$ 31,027
Net realized and unrealized gain on investments	<u>280,974</u>
Net investment income	312,001
Participant notes interest income	8,751
Contributions (note 1)	
Employee elective contributions	700,542
Employer matching contributions	263,210
Rollovers	<u>3,723</u>
Total contributions	<u>967,475</u>
Total additions	1,288,227

Deductions

Distributions to participants	959,483
Administrative expenses	<u>8,148</u>
Total deductions	<u>967,631</u>
Net increase in assets	320,596
Net Assets Available For Plan Benefits - January 1, 2010	<u>3,630,745</u>
Net Assets Available For Plan Benefits - December 31, 2010	<u><u>\$ 3,951,341</u></u>

See accompanying notes to financial statements

ODYSSEY INDUSTRIES, INC.

401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

Note 1 - Description of the Plan

The following description of the Odyssey Industries, Inc. 401(k) Savings Plan, formerly "Odyssey Industries, Inc. Saving and Protection Plan" is provided for general information purposes only. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all non-leased and non-union employees of Odyssey Industries, Inc. (the Company) who have attained the age of twenty. The Plan was established, effective May 1, 1996, to provide deferred compensation benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan Administrator is Odyssey Industries, Inc. The Plan's Trustee during 2010 was Paul Krishnan who is no longer employed by the Company. Danielle Course has subsequently been appointed as Trustee. Effective June 1, 2010, the Plan's Custodian is John Hancock Life Insurance Company. The investment custodian holds all of the Plan's assets and executes all of the Plan's transactions. Great Lakes Pension Associates, Inc. provides participant recordkeeping and administration services.

Prior to June 1, 2010, Mercer Trust Company was the Plan's Custodian and had been retained to provide participant recordkeeping and administration services.

Contributions to the Plan

The Plan provides for participants to defer up to 100% of their compensation. The amount of a participant's contributions for any plan year may not exceed certain limits under Section 402(g) of the Internal Revenue Code. The limit is \$16,500 for the year ended December 31, 2010.

The Plan allows for a discretionary match from the employer in the amount of 100% of employee contributions for the first 3% elected deferral and 50% of the next 2% elected deferral. The Internal Revenue Code also sets limits on total employer contributions made to a participant's account. This limit, referred to as the annual addition limit, is the lesser of \$49,000 or 100% of a participant's compensation for the year ended December 31, 2010.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 1 - Description of the Plan - Continued

Contributions to the Plan - Continued

The Plan may also make qualified profit sharing contributions by the Company to satisfy various Internal Revenue Service compliance tests. There were no such contributions in 2010.

Vesting

Effective June 1, 2010, all participants' accounts are 100% vested.

Prior to June 1, 2010, employer matching and profit sharing contributions were subject to a graded vesting schedule based on years of service, with participants becoming fully vested after 6 years of service.

Forfeitures

Forfeitures attributable to employer contributions may be used to offset plan administration costs or may be used to fund future employer contributions. No forfeitures were used to fund employer contributions for the plan year ended December 31, 2010. There was no balance in the forfeiture account at December 31, 2010.

Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, a participant may elect to receive a lump-sum equal to the value of the participant's vested interest in his or her account.

The Plan allows for in-service distributions prior to age 59 1/2 due to hardship, as defined by the plan document, and after age 59 1/2 for any reason.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 1 - Description of the Plan - Continued

Participant Notes Receivable

During 2010, the Plan elected to adopt an amendment to generally accepted accounting principles (GAAP) retrospectively effective for the plan year ended December 31, 2009. This amendment clarifies and changes the disclosure requirement for participant loans. It requires the Plan to show participant loans as notes receivable rather than as investments. This excludes participant loans receivable from the required fair value disclosures discussed in Note 3. The Plan's management believes such presentation is preferable because it is more meaningful to measure participant loans at their unpaid principal balance plus any accrued but unpaid interest, rather than at fair value. Participant loans cannot be sold by the Plan. Furthermore, if a participant were to default, the participant's account would be reduced by the unpaid balance of the loan, and there would be no effect on the Plan's investment returns or any other participant's account balance. There was no effect on the Plan's net assets as a result of adopting this amendment.

Participants may borrow up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as participant-directed investments. Loan terms range from one to five years. Loan terms may exceed five years only in the event the loan proceeds are used to purchase or construct the participant's principal residence. Loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing prime rates. Interest rates on loans outstanding as of December 31, 2010 and 2009, ranged from 4.25% to 9.25%. Principal and interest is paid ratably through payroll deductions.

Fees and Expenses

Professional fees incurred to operate the Plan, such as attorney and audit fees are paid directly by the Plan Sponsor.

Other fees and expenses relating to the day-to-day plan operations are paid by the Plan. These fees are recorded when paid.

Fees related to employee loans are charged directly to the participants who obtained the loans from the Plan.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 1 - Description of the Plan - Continued

Subsequent Events

The financial statements and related disclosures include evaluation of events up through and including November 3, 2011, which is the date the financial statements were available to be issued.

Reclassifications

Certain items contained within the financial statements have been reclassified to conform to the current reporting period. There was no effect on the Plan's net assets as a result of the operations.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements are prepared using the accrual basis of accounting. Employer contributions and income from investments are recorded when earned. Expenses are recorded in the accounting period in which they are incurred. Benefits are recorded when paid.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 2 - Summary of Significant Accounting Policies - Continued

Investments

Generally accepted accounting principles establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are described below:

Basis of Fair Value Measurements

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Valuation of Participant Notes Receivable

Participant notes receivable are valued at their outstanding principal balance plus accrued but unpaid interest.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 2 - Summary of Significant Accounting Policies - Continued

Allocation of Investment Income and Gains and Losses

Funds contributed by participants are invested at percentages as directed by participants in any one or more mutual funds.

Realized gains and losses on investment transactions are recorded as the difference between sales proceeds and carrying value. Net unrealized appreciation or depreciation in the fair market value of investments is recorded as the change in carrying value of the investment portfolio from the beginning of the year or date of purchase to the end of the year.

The income, gains or losses in each fund are allocated daily to the applicable participant's accounts in that fund, based on the previously reported account balances, adjusted for current period contributions and withdrawals.

Payment of Benefits

Benefits are recorded when paid.

Estimates

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

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 3 - Unaudited Fair Value Measurements

Generally accepted accounting principles define fair value as 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.

Assets measured at fair value on a recurring basis are summarized below:

<u>As of December 31, 2010</u>				
<u>Fair Value Based on</u>				
	<u>Assets</u>	<u>Quoted</u>	<u>Other</u>	<u>Unobserv-</u>
	<u>Measured</u>	<u>Prices</u>	<u>Observable</u>	<u>able</u>
	<u>At Fair</u>	<u>in Active</u>	<u>Inputs</u>	<u>Inputs</u>
	<u>Value</u>	<u>Markets</u>	<u>(Level 2)</u>	<u>(Level 3)</u>
	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>(Level 3)</u>
Cash	\$ 21,817	\$ 21,817	\$ -	\$ -
Money Market Account	61,047	61,047	-	-
Mutual Funds				
Aggressive Growth	357,885	357,885	-	-
Growth	251,395	251,395	-	-
Growth and Income	173,638	173,638	-	-
Income	162,447	162,447	-	-
Asset Allocation - Lifecycle	360,750	360,750	-	-
Asset Allocation - Lifestyle	2,362,027	2,362,027	-	-
Guaranteed Income Feature	7,693	7,693	-	-
Total investments	<u>\$ 3,758,699</u>	<u>\$ 3,758,699</u>	<u>\$ -</u>	<u>\$ -</u>

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 3 - Unaudited Fair Value Measurements - Continued

	As of December 31, 2009			
	Fair Value Based on			
	Assets Measured At Fair Value	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobserv- able Inputs (Level 3)
Money Market Account	\$ 476,401	\$ 476,401	\$ -	\$ -
Mutual Funds				
Growth and Income	653,298	653,298	-	-
Income	456,559	456,559	-	-
Global Equity	805,531	805,531	-	-
New Opportunities	694,538	694,538	-	-
Balanced	<u>315,728</u>	<u>315,728</u>	<u>-</u>	<u>-</u>
Total investments	<u>\$ 3,402,055</u>	<u>\$ 3,402,055</u>	<u>\$ -</u>	<u>\$ -</u>

The money market account and mutual funds' fair values are determined by reference to quoted market prices and other relevant information generated by market transactions, which have been classified as Level 1.

Note 4 - Unaudited Information Certified by the Custodians

The Custodians of the Plan, John Hancock Life Insurance Company effective June 1, 2010, and Mercer Trust Company prior to that date, hold the Plan's investments and execute all investment transactions. The investment balances and related investment results included in the accompanying 2010 and 2009 financial statements and supplemental schedule of assets (held at end of year) are based solely on information provided by the Custodians.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 4 - Unaudited Information Certified by the Custodians - Continued

Investments at fair value consist of the following:

	December 31,	
	2010	2009
Cash	\$ 21,817	\$ -
Money Market Account	61,047	476,401
Mutual Funds	<u>3,675,835</u>	<u>2,925,654</u>
	<u>\$ 3,758,699</u>	<u>\$ 3,402,055</u>

Investments representing five percent or more of the Plan's net assets are as follows:

Putnam Fund for Growth and Income	\$ *	\$ 653,298
Putnam Income Fund	*	456,559
Putnam Global Equity Fund	*	805,531
Putnam New Opportunities Fund	*	694,538
Putnam Asset Allocation - Balanced Portfolio	*	315,728
Putnam Money Market Fund Class A	*	476,401
Lifestyle Growth	475,302	*
Lifestyle Balanced	1,533,588	*

* Less than 5%

During 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$280,974.

The Custodians also certified loan balances of \$192,642 and \$222,692 as of December 31, 2010 and 2009, respectively, as well as loan interest of \$8,751 for the year ended December 31, 2010.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 5 - Party-in-Interest Transactions

Certain plan investments are managed by John Hancock Life Insurance Company, who is the Plan's Custodian. Transactions involving these investments are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations.

Note 6 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Note 7 - Plan Termination

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

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 8 - Tax Status

The Plan is a non-standardized prototype plan which has been filed with the Internal Revenue Service (IRS) and has received an Opinion Letter from the Internal Revenue Service, dated March 31, 2008. The Plan was amended effective June 1, 2010. The Custodian and Trustee believe that the Plan is currently designed and being operated in compliance with applicable requirements of the IRS and, therefore, the Plan qualifies under Section 401(a) of the Internal Revenue Code (IRC) and is exempt from Federal income tax as of December 31, 2010. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. As of December 31, 2010, the Plan has no uncertain tax positions that qualify for either recognition or disclosure in the financial statements. The Plan is currently not being examined and the Plan's management believes its tax-exempt status would be upheld under examination. The Plan's open audit periods are 2007 - 2010.

Note 9 - Required Schedule Information

The following information pertains to the 2010 financial statement schedules required under ERISA:

- a. Schedule of Assets (Held at End of Year) - See SCHEDULE I.
- b. Schedule of Delinquent Participant Contributions - none to be reported.
- c. Schedule of Reportable Transactions - none to be reported.
- d. Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible - none to be reported.
- e. Schedule of Leases in Default or Classified as Uncollectible - none to be reported.
- f. Schedule of Nonexempt Transactions - none to be reported.

ODYSSEY INDUSTRIES, INC.
401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 10 - Reconciliation of Form 5500 to the Financial Statements

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

	<u>December 31,</u> <u>2010</u>	<u>2009</u>
Net assets available for plan benefits per the Form 5500	\$ 3,951,341	\$ 3,624,746
Employee contribution receivable	-	5,998
Miscellaneous adjustment due to rounding	<u>-</u>	<u>1</u>
Net assets available for plan benefits per the financial statements	<u>\$ 3,951,341</u>	<u>\$ 3,630,745</u>

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

Increase in net assets per the Form 5500	\$ 326,595
Prior year employee contribution receivable	(5,998)
Miscellaneous adjustment due to rounding	<u>(1)</u>
Increase in net assets available for plan benefits per the financial statements	<u>\$ 320,596</u>

ODYSSEY INDUSTRIES INC. 401(k) SAVINGS PLAN

SCHEDULE I

SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2010 EIN 38-3214228/PLAN 001 - Form 5500, Schedule H, Line 4i - (Unaudited)

(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
*	John Hancock Life Insurance Company	Noninterest Bearing Cash	\$ 21,817
*	John Hancock Life Insurance Company	Retirement Living at 2045	45,790
*	John Hancock Life Insurance Company	Retirement Living at 2040	37,533
*	John Hancock Life Insurance Company	Retirement Living at 2035	102,601
*	John Hancock Life Insurance Company	Retirement Living at 2030	25,279
*	John Hancock Life Insurance Company	Retirement Living at 2025	149,547
*	John Hancock Life Insurance Company	Lifestyle Aggressive	128,607
*	John Hancock Life Insurance Company	Lifestyle Growth	475,302
*	John Hancock Life Insurance Company	Lifestyle Balanced	1,533,588
*	John Hancock Life Insurance Company	Lifestyle Moderate	129,291
*	John Hancock Life Insurance Company	Lifestyle Conservative	95,239
*	John Hancock Life Insurance Company	Fidelity Advisor Gold Fund	83,082
*	John Hancock Life Insurance Company	Real Estate Securities Fund	24,791
*	John Hancock Life Insurance Company	DFA Emerging Markets Value Fund	69,117
*	John Hancock Life Insurance Company	Royce Opportunity Fund	5,542
*	John Hancock Life Insurance Company	Fidelity Advisor Leveraged Company Stock Fund	25,423
*	John Hancock Life Insurance Company	Oppenheimer Developing Markets Fund	110,472
*	John Hancock Life Insurance Company	Energy Fund	7,912
*	John Hancock Life Insurance Company	DFA International Value Fund	645
*	John Hancock Life Insurance Company	T. Rowe Price Science & Technology Fund	30,901
*	John Hancock Life Insurance Company	Small Cap Value Fund	35,119
*	John Hancock Life Insurance Company	Mid Cap Index Fund	7,120
*	John Hancock Life Insurance Company	T. Rowe Price Small Cap Value Fund	64,225
*	John Hancock Life Insurance Company	Capital World Growth and Income Fund	33,266
*	John Hancock Life Insurance Company	JP Morgan Mid Cap Value Fund	24,292
*	John Hancock Life Insurance Company	Prudential Jennison Mid Cap Growth Fund	13,336
*	John Hancock Life Insurance Company	Fundamental Investors	3,286
*	John Hancock Life Insurance Company	MPS Utilities Fund	65,212
*	John Hancock Life Insurance Company	Total Stock Market Index Fund	556
*	John Hancock Life Insurance Company	The Growth Fund of America	4,983
*	John Hancock Life Insurance Company	500 Index Fund	665
*	John Hancock Life Insurance Company	Mutual Beacon Fund	320
*	John Hancock Life Insurance Company	Parnassus Equity Income Fund	1,465
*	John Hancock Life Insurance Company	Ivy Asset Strategy Fund	25,884
*	John Hancock Life Insurance Company	American Balanced Fund	77,349
*	John Hancock Life Insurance Company	BlackRock Global Allocation Fund	3,413
Total this page			3,462,970

Note: Information provided is based on reports certified by the Custodian of the Plan.
Column (d), "Cost" is omitted as the cost of participant-directed investments is not required to be disclosed.

* John Hancock Life Insurance Company is a party-in-interest as defined by ERISA.

**ODYSSEY INDUSTRIES INC.
401(k) SAVINGS PLAN**

SCHEDULE I

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010
EIN 38-3214228/PLAN 001
- Form 5500, Schedule H, Line 4i -
(Unaudited)

(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
		Total from previous page	\$ 3,462,970
*	John Hancock Life Insurance Company	PIMCO All Asset Fund	61,896
*	John Hancock Life Insurance Company	Mutual Global Discovery Fund	2,646
*	John Hancock Life Insurance Company	American High-Income Fund	41,391
*	John Hancock Life Insurance Company	Oppenheimer International Bond Fund	18,588
*	John Hancock Life Insurance Company	PIMCO Real Return Fund	1,504
*	John Hancock Life Insurance Company	Capital World Bond Fund	7,172
*	John Hancock Life Insurance Company	Strategic Income Opportunities Fund	28,914
*	John Hancock Life Insurance Company	Active Bond Fund	2,868
*	John Hancock Life Insurance Company	PIMCO Total Return Fund	62,010
*	John Hancock Life Insurance Company	Money Market Fund	61,047
*	John Hancock Life Insurance Company	Select Asset Allocation Balanced Portfolio	3,687
*	John Hancock Life Insurance Company	Select Core Global Diversification Portfolio	4,006
		Total investments	3,758,699
	Participant notes receivable	Interest ranging from 4.25% to 9.25%	192,642
		Total assets (held at end of year)	<u><u>\$ 3,951,341</u></u>

Note: Information provided is based on reports certified by the Custodian of the Plan.

Column (d), "Cost" is omitted as the cost of participant-directed investments is not required to be disclosed.

* John Hancock Life Insurance Company is a party-in-interest as defined by ERISA.

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the Plan Year beginning 01/01/2010 and ending 12/31/2010

Name of Plan: **Odyssey Industries, Inc. 401(k) Savings Plan**EIN: **38-3214228** Three-digit plan number: **001**

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity date	Cost	Current Value
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2045		45,790
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2040		37,533
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2035		102,601
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2030		25,279
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2025		149,547
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Aggressive		128,607
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Growth		475,302
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Balanced		1,533,588
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Moderate		129,291
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Conservative		95,239
*	John Hancock Life Insurance Company (U.S.A.)	SELECT AA Balanced		3,687
*	John Hancock Life Insurance Company (U.S.A.)	SELECT Global Diversification		4,006
*	John Hancock Life Insurance Company (U.S.A.)	Fidelity Advisor Gold Fund		83,082
*	John Hancock Life Insurance Company (U.S.A.)	Real Est. Securities Fund		24,791
*	John Hancock Life Insurance Company (U.S.A.)	DFA Emerging Markets Value		69,117
*	John Hancock Life Insurance Company (U.S.A.)	Royce Opportunity		5,542
*	John Hancock Life Insurance Company (U.S.A.)	Fidelity Adv Leveraged Co Stk		25,424
*	John Hancock Life Insurance Company (U.S.A.)	Oppenheimer Developing Mkt		110,472
*	John Hancock Life Insurance Company (U.S.A.)	Energy		7,912
*	John Hancock Life Insurance Company (U.S.A.)	DFA International Value		645
*	John Hancock Life Insurance Company (U.S.A.)	T. Rowe Price Health Sci		30,901
*	John Hancock Life Insurance Company (U.S.A.)	Small Cap Value Fund		35,119
*	John Hancock Life Insurance Company (U.S.A.)	Mid Cap Index Fund		7,120
*	John Hancock Life Insurance Company (U.S.A.)	T. Rowe Price Sml Cap Val		64,225
*	John Hancock Life Insurance Company (U.S.A.)	Capital World Growth & Income		33,266
*	John Hancock Life Insurance Company (U.S.A.)	JPM MidCap Value Fund		24,292
*	John Hancock Life Insurance Company (U.S.A.)	Pru Jennison Mid Growth Fund		13,336
*	John Hancock Life Insurance Company (U.S.A.)	Fundamental Investors		3,286
*	John Hancock Life Insurance Company (U.S.A.)	MFS Utilities		65,212
*	John Hancock Life Insurance Company (U.S.A.)	Total Stock Market Index Fund		556
*	John Hancock Life Insurance Company (U.S.A.)	The Growth Fund of America		4,983
*	John Hancock Life Insurance Company (U.S.A.)	500 Index Fund		665
*	John Hancock Life Insurance Company (U.S.A.)	Mutual Beacon		320
*	John Hancock Life Insurance Company (U.S.A.)	Parnassus Equity Income		1,465
*	John Hancock Life Insurance Company (U.S.A.)	Ivy Asset Strategy Fund		25,884
*	John Hancock Life Insurance Company (U.S.A.)	American Balanced Fund		77,349
*	John Hancock Life Insurance Company (U.S.A.)	BlackRock Global Allocation		3,413
*	John Hancock Life Insurance Company (U.S.A.)	PIMCO All Asset		61,896
*	John Hancock Life Insurance Company (U.S.A.)	Mutual Global Discovery		2,646
*	John Hancock Life Insurance Company (U.S.A.)	American High-Income Fund		41,391
*	John Hancock Life Insurance Company (U.S.A.)	Oppenheimer Intl Bond		18,589
*	John Hancock Life Insurance Company (U.S.A.)	PIMCO Real Return		1,504
*	John Hancock Life Insurance Company (U.S.A.)	Capital World Bond Fund		7,172
*	John Hancock Life Insurance Company (U.S.A.)	Strategic Income Opp Fund		28,914
*	John Hancock Life Insurance Company (U.S.A.)	Active Bond Fund		2,868
*	John Hancock Life Insurance Company (U.S.A.)	PIMCO Total Return		62,010
*	John Hancock Life Insurance Company (U.S.A.)	Money Market Fund		61,047

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the Plan Year beginning **01/01/2010** and ending **12/31/2010**

Name of Plan: **Odyssey Industries, Inc. 401(k) Savings Plan**

EIN: **38-3214228** Three-digit plan number: **001**

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity date	Cost	Current Value
*	John Hancock Life Insurance Company (U.S.A.)	Cash Account		21,816
*	Participant Loans	4.25% - 9.25% Interest Rates		192,642