

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt;">2010</div>
		This Form is Open to Public Inspection

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>WSA GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan <u>01/01/1986</u>	
1b Three-digit plan number (PN) ►	<u>001</u>				
1c Effective date of plan <u>01/01/1986</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>WSA GROUP, INC.</u> <u>POST OFFICE 92</u> <u>COLUMBIA, SC 29202</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>57-0817656</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>803-758-4500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541330</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>57-0817656</u>	2c Sponsor's telephone number <u>803-758-4500</u>	2d Business code (see instructions) <u>541330</u>	
2b Employer Identification Number (EIN) <u>57-0817656</u>					
2c Sponsor's telephone number <u>803-758-4500</u>					
2d Business code (see instructions) <u>541330</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	<u>Filed with authorized/valid electronic signature.</u>	<u>11/10/2011</u>	<u>DANIEL HOUSTON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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")

DANIEL T. HOUSTON
WILBUR SMITH ASSOCIATES, INC.
POST OFFICE BOX 92
COLUMBIA, SC 29202

3b Administrator's EIN

57-0817656

3c Administrator's telephone number

803-758-4500

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

1011

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**

699

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

191

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

890

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

6

f Total. Add lines **6d** and **6e**.....**6f**

896

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

892

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

40

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

20 2Q

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

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) ☐ **A** (Insurance Information)
(4) ☐ **C** (Service Provider Information)
(5) ☐ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

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

A Name of plan <u>WSA GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WSA GROUP, INC.</u>	D Employer Identification Number (EIN) <u>57-0817656</u>

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)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	24445637	48560072
(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	24445637	48560072

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	24445637	48560072
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	863407	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		863407

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	24486624	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		24486624
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		25350031

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1235596	
(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)		1235596
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1235596

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		24114435
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ 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: PRICEWATERHOUSE COOPERS

(2) EIN: 13-4008324

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.			

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

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

A Name of plan <u>WSA GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WSA GROUP, INC.</u>	D Employer Identification Number (EIN) <u>57-0817656</u>

Part I	Distributions
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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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

WSA Group, Inc.
Employee Stock Ownership Plan
Financial Statements and Supplemental Schedules
December 31, 2010 and 2009

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



Report of Independent Auditors

To the Participants and Administrative Committee of
WSA Group, Inc.
Employee Stock Ownership Plan

In our opinion, the accompanying statement of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the WSA Group, Inc. Employee Stock Ownership Plan (the "Plan") at December 31, 2010, and the changes in net assets available for benefits for the year ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion. The financial statements of the Plan as of and for the year ended December 31, 2009 were audited by other auditors whose report dated July 23, 2010, expressed an unqualified opinion on those financial statements.

Our audit of December 31, 2010 was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"). These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010 that accompanies the Plan's financial statements does not disclose the historical cost of nonparticipant directed plan investments held by the Plan trustee. The supplemental Schedule H, Line 4j - Schedule of Reportable Transactions as of December 31, 2010 that accompanies the Plan's financial statements does not disclose the historical cost or realized gains or losses on reportable transactions. Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As described in Note 9, the fair value of the Plan's investment in Company stock is estimated by management based on an independent annual appraisal which uses market valuation techniques. These estimates are the responsibility of Plan's management and are described in further detail in the footnote.



As described in Note 11, subsequent to the Plan's year end, the plan sponsor was purchased by a third party and as a result, as of the date of the purchase, all participant accounts were frozen and the shares of the Plan were purchased from participants. Further details regarding this transaction are described in the footnote.

PricewaterhouseCoopers LLP

Spartanburg, SC
November 9, 2011

WSA Group, Inc.
Employee Stock Ownership Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investments, at fair value		
WSA Group, Inc. common stock	<u>\$ 48,560,072</u>	<u>\$ 24,445,637</u>
Net assets available for benefits	<u>\$ 48,560,072</u>	<u>\$ 24,445,637</u>

WSA Group, Inc.
Employee Stock Ownership Plan
Statement of Changes in Net Assets Available For Benefits
Year Ended December 31, 2010

	2010
Additions to net assets attributed to	
Investment income - net appreciation in estimated fair value of investment	\$ 24,486,624
Employer contributions	<u>863,407</u>
Total additions	<u>25,350,031</u>
Deductions from net assets attributed to	
Distributions to participants	<u>1,235,596</u>
Net increase	24,114,435
Net assets available for benefits	
Beginning of year	<u>24,445,637</u>
End of year	<u>\$ 48,560,072</u>

WSA Group, Inc.
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2010 and 2009

1. Description of Plan

The following description of the WSA Group, Inc. (the "Company") Employee Stock Ownership Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, effective August 26, 1986, operates as a non-leveraged employee stock ownership plan, and is designed to comply with Section 4975 (e) (7) and the regulations there under of the Internal Revenue Code of 1986, as amended and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") as amended. The Plan is administered by the Plan Trustees, comprised of the Company's Board of Directors. The Plan sponsors are WSA Group, Inc. and its participating subsidiary Wilbur Smith Associates, Inc.

Eligibility

Employees of the Company and its participating subsidiary are eligible to participate in the Plan at year-end (December 31), providing they worked at least 1,000 hours during such plan year. Participants who do not have at least 1,000 hours of service during such plan year or are not employed on the last working day of a plan year are not eligible for an allocation of Company contributions for such year.

Vesting

The vesting schedule, described in the plan document, is based on a participant's length of service. Forfeitures are allocated to eligible plan participants. Forfeitures reallocated to plan participants were \$449,581 for 2010.

Participant Accounts

Each participant's account is credited with an allocation of (a) the Company's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant eligible compensation, relative to total eligible compensation. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

Distributions are made upon retirement or in the event of a participant's total and permanent disability, death (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), or other terminations of employment. Distributions may be made in cash, or if the participant elects, in the form of whole shares of the Company stock or a combination of both. Per the terms of the plan document, the share price used in determining distribution amount is the value as of the most recent valuation date immediately preceding the date of distribution, which in most cases is the prior year share price. Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan.

WSA Group, Inc.
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2010

Diversification of Company Stock

A special rule applies to participants who have attained age 55 and who have completed 10 years of participation in the Plan. In the plan year in which a participant meets those requirements, the participant has a six-year election period to request the Plan to diversify his stock account. In the ninety day period following the close of each plan year in the election period, the participant may request the Plan to distribute 25% of the Company stock in his participant account (50% in the sixth year). Participants who elect to diversify may receive a distribution in the form of additional shares of Company stock or cash. Diversifications are included in distributions to participants on the statement of changes in net assets.

Voting Rights

Each active participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. Unallocated shares, if any, are to be voted by the Trustees in the same proportion as the allocated shares in the Employee Stock Ownership Plan.

Put Option

The Company will issue a "put option" to each participant receiving a distribution of Company stock from the Plan if the stock is not publicly traded when distributed or is not subject to a trading limitation when distributed. The put option will permit the participant to sell the Company stock to the Company at any time during two periods subsequent to the distribution date (as described in the Plan document), at the current fair value. If a participant exercises this put option, the Company must purchase the Company stock at fair value and make a distribution to the participant in accordance with plan provisions. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements of the Plan are prepared under the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Recent Accounting Pronouncements

In January 2010, the FASB issued additional disclosure requirements for fair value measurements. According to the guidance, the fair value hierarchy disclosures are to be disaggregated by class of assets and liabilities. A class is often a subset of assets or liabilities within a line item in the Statements of Net Assets Available for Benefits. In addition, significant transfers between levels of the fair value hierarchy are required to be disclosed. The guidance also requires more detailed disclosures of the changes in Level 3 assets. These additional requirements became effective for the year ended December 31, 2010 and did not have an impact on the Plan's Financial Statements as this guidance relates only to additional disclosures.

Use of Estimates

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

WSA Group, Inc.
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2010

Investment Valuation

The common stock of the Company is valued at fair value on December 31, 2010 and 2009. Fair value is determined by an annual independent appraisal (Note 9).

Administrative Expenses

Administrative expenses of the Plan are paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

3. Risks and Uncertainties

The Plan invests in the Plan sponsor's company stock. The Company stock is exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with the Company stock, it is at least reasonably possible that changes in the value of the Company stock will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

4. Administration of Plan Assets

The Plan's assets, which consist of WSA Group, Inc. common stock, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustee, who makes distributions to participants. Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan. The Company paid all of the administrative expenses of the plan for the year December 31, 2010.

5. Employer Contributions

The Company contribution to the Plan is determined each year and will vary at the discretion of the Board of Directors. The contribution is made in either Company stock or cash or a combination of both and is valued based on the share value determined as of the Plan year end. All contributions for the plan year ended December 31, 2010 were of Company stock.

6. Plan Termination

Although the Company has not expressed any interest in terminating the Plan, it may do so at any time, subject to Plan provisions and ERISA provisions. The interest of each participant in the trust will be distributed to such participant or his or her beneficiary at the time, as prescribed by the Plan terms. If the Plan is terminated, participant accounts shall become nonforfeitable as of the date of termination.

WSA Group, Inc.
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2010

7. Investments

The Plan's nonparticipant - directed investment consisting of WSA Group, Inc. common stock as of December 31, is as follows:

	2010	2009
Number of shares	170,734	173,373
Market value	\$ 48,560,072	\$ 24,445,637

8. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated January 27, 2010 that the Plan is qualified, and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code ("IRC"). The Plan administrator and the Plan's tax counsel do not anticipate that changes in the Plan after the date of the amendments covered by the Internal Revenue Service determination letter will affect the qualified and tax-exempt status of the Plan and the Trust, respectively. Therefore, no provision for income tax has been included in the Plan's financials.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

9. Fair Value Measurements

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

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

Level 2 - Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;

WSA Group, Inc.
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2010

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The fair value of the Plan's investment in Company stock is determined by independent annual appraisal based upon market valuation techniques. The transaction method is a commonly used method of the market approach that was used for the 2010 valuation. The Company was acquired by CDM, Inc. subsequent December 31, 2010 (Note 11) and given that the transaction is indication of the fair value of the Company and was known at the time of the valuation, the purchase price was used as a baseline to determine fair value. Certain receivables from customers ("Receivables") were excluded from the purchase price paid by CDM, Inc., but they were also valued at discounted net present value in the independent appraisal and added to the purchase price. The result of the independent appraisal was a share value of \$284.42 per share which results in a fair value of \$48,560,072. A portion of the Receivables are collateralized by five year Dubai government bonds which are discounted at a rate of 5-10%. The remaining Receivables are not collateralized, but are discounted at rates that range from 10-30%. Discount rates are determined using U.S. Treasury 1, 5 or 7 year constant maturity rates plus subjective risk premiums developed by the appraiser based on information provided by the Company.

The preceding method may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

There were no transfers of investments between Levels 1, 2 and 3 during 2010.

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

	Level 1	Level 2	Level 3	Total
WSA Group, Inc. common stock	<u>\$ -</u>	<u>\$ -</u>	<u>\$48,560,072</u>	<u>\$48,560,072</u>

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

	Level 1	Level 2	Level 3	Total
WSA Group, Inc. common stock	<u>\$ -</u>	<u>\$ -</u>	<u>\$24,445,637</u>	<u>\$24,445,637</u>

WSA Group, Inc.
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2010

The following table provides further details of this Level 3 fair value measurement.

	2010
Beginning balance, January 1, 2010	\$ 24,445,637
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	24,486,624
Issuances of common stock (employer contributions)	863,407
Sales of common stock (distributions to participants)	<u>(1,235,596)</u>
Ending balance, December 31, 2010	<u>\$ 48,560,072</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2010 are reported in net appreciation in estimated fair value of investments.

10. Party-in-Interest Transactions

The Plan's sole investment is in the common stock of the Company, therefore transactions relating to this investment qualify as party-in-interest transactions that are allowable under ERISA.

11. Subsequent Event

The Plan has evaluated subsequent events through November 9, 2011 the date the financial statements were available to be issued. WSA Group Inc. sold its wholly owned subsidiary, Wilbur Smith Associates, Inc. ("WSA"), effective February 25, 2011, and as a result no longer carries on an active business. This event will be referred to as the "Purchase" herein. All of the outstanding shares of Wilbur Smith Associates, Inc. and its subsidiaries were purchased by CDM, Inc. ("CDM"), with only one entity, WSA Group, Inc., remaining. WSA Group, Inc. sold 100% of the stock of Wilbur Smith Associates, Inc. in exchange for cash. Certain Receivables as described in Note 9 were transferred to the Company and were not included in the sale of WSA. The Company has responsibility for the collection of these Receivables. As the Receivables are converted to cash, the initial \$2,500,000 received will be escrowed and held by CDM pending settlement of certain contingencies outlined in the Purchase agreement.

As a result of the Purchase, the fourth amendment to the plan was approved, effective February 22, 2011, which revised the definition of plan sponsor to include only WSA Group, Inc. and to exclude its participating subsidiary, Wilbur Smith Associates, Inc. As of the effective date of the Purchase, Wilbur Smith Associates, Inc. is no longer considered an employer under the Plan and its employees who are not otherwise employed by WSA Group, Inc. shall be deemed to have terminated employment for purposes of the Plan.

Also as a result of the Purchase, effective February 23, 2011, the Transaction Amendment was approved. This amendment states that the Company will acquire stock of the Plan in a series of purchases using the initial cash received from the Purchase, cash liquidation of the Receivables and cash released from the escrow fund (if any). The initial purchase will occur as soon as administratively prudent following the Purchase. Additional purchases will take place as soon as administratively prudent as cash becomes available from the sources above. In each acquisition, an equal percentage of shares of WSA Group, Inc. common stock will be purchased from each participant's account. The proceeds from each purchase will be held and invested in the participants' general investment account described below. All participants in the Plan shall be

WSA Group, Inc.
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2010

100% vested immediately following completion of the Purchase. As of the date of the Purchase, the Plan merged the Wilbur Smith Associates, Inc. Profit Sharing Retirement Plan ("401(k) Plan") into this Plan, and transferred the 401(k) Plan assets and accounts to the Plan. The investment options in the 401(k) Plan will be available for each participant to invest assets allocated to his or her general investment account under the plan. Net assets of the 401(k) Plan as of December 31, 2010 were \$54,110,565.

Due to the uncertain timing and unknown amounts resulting from the conversion of the Receivables and the release of the escrow funds, to ensure all participants are treated fairly, consistently and without discrimination in the purchase of WSA Group, Inc. common stock from the Plan, the Transaction Amendment also approved the adoption of a revised distribution policy for 2011.

WSA Group, Inc.
Employee Stock Ownership Plan
Schedule H, Line 4i - Schedule of Assets (Held for at End of Year)
December 31, 2010

(a)	(b)	(c)	(d)	(e)
Party-in-Interest	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	WSA Group, Inc. common stock	Common stock - 170,734 shares	**	<u>\$ 48,560,072</u>

* Denotes a party-in-interest

** Historical cost of this investment has been omitted. This information is required under the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

WSA Group, Inc.
Employee Stock Ownership Plan
Schedule H, Line 4i - Schedule of Assets (Held for at End of Year)
December 31, 2010

	(a) Identity of Party Involved	(b) Description of Asset	Rate	Maturity Date	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value	(i) Gain (Loss)
I.	Single transaction in excess of 5%								
	None								
II.	Series of transactions with respect to any plan asset other than securities in excess of 5%								
	None								
III.	Series of transactions with respect to securities of the same issue in excess of 5%.								
	WSA Group, Inc.	WSA Group, Inc. common stock	n/a	n/a	n/a	\$ 1,235,596	*	\$ 1,235,596	*
IV.	Any transaction with respect to securities with a person if any prior or subsequent transactions with such person exceeded 5%								
	None								

** Historical cost and related gain (loss) of this investment has been omitted. This information is required under the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Name of Plan:

1

[illegible]