Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 04/01/2010 and ending 03/31/2011

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
PACIFIC STATES INDUSTREIS, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1980

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

2 WEST SANTA CLARA STREET
9TH FLOOR
SAN JOSE, CA 95113

2 WEST SANTA CLARA STREET
9TH FLOOR
SAN JOSE, CA 95113

2b Employer Identification Number (EIN)
94-2565203

2c Sponsor's telephone number
408-271-7900

2d Business code (see instructions)
113310

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.	12/29/2011	AUSTIN VANDERHOOF
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
PACIFIC STATES INDUSTRIES, INC.

2 WEST SANTA CLARA STREET
9TH FLOOR
SAN JOSE, CA 95113

3b Administrator's EIN
94-2565203

3c Administrator's telephone number
408-271-7900

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**	510
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**	335
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	56
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	395
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	395
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	167
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 04/01/2010 and ending 03/31/2011

A Name of plan
PACIFIC STATES INDUSTREIS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
PACIFIC STATES INDUSTRIES, INC.

D Employer Identification Number (EIN)
94-2565203

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

1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE ADN ANNUITY 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
71-0294708	86509	PH0462	260	04/01/2010	03/31/2011

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
16247	0

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

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

GAWLICK, FREDERICK

GAWLICK RETIREMENT SERVICES
6455 ALMADEN EXPRESSWAY, STE 100
SAN JOSE, CA 95120

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
16247	0		3

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(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	

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(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

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(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	2419067
5	Current value of plan's interest under this contract in separate accounts at year end	5	4389195

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	2800988
c	Additions: (1) Contributions deposited during the year	7c(1)	250383		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	74072		
	(4) Transferred from separate account	7c(4)	341791		
	(5) Other (specify below)	7c(5)	83823		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	750069
d	Total of balance and additions (add **b** and **c(6)**)			7d	3551057
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	476209		
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)	606319		
	(4) Other (specify below)	7e(4)	49460		
	▶ LOAN DISBURSEMENTS				
	(5) Total deductions			7e(5)	1131988
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	2419069

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2010 or fiscal plan year beginning 04/01/2010 and ending 03/31/2011

A Name of plan
PACIFIC STATES INDUSTREIS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFIC STATES INDUSTRIES, INC.

D Employer Identification Number (EIN)
94-2565203

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

PCG, INC.

9565 SOQUEL DRIVE, STE 202
APTOS, CA 95003

77-0385682

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 04/01/2010 and ending 03/31/2011

A Name of plan
PACIFIC STATES INDUSTREIS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2565203

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: ING MONEY MARKET-CLASS I

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	164499

a Name of MTIA, CCT, PSA, or 103-12 IE: ING INTERMEDIATE BOND-CLASS I

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	123087

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL CAP VALUE SECURITIES

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	64065

a Name of MTIA, CCT, PSA, or 103-12 IE: ING CLARION REAL ESTATE PORTFOLIO

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	50641

a Name of MTIA, CCT, PSA, or 103-12 IE: ING LARGE CAP GROWTH PORTFOLIO

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	127741

a Name of MTIA, CCT, PSA, or 103-12 IE: ING RUSSELL MID CAP INDEX PORTFOLIO

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	64699

a Name of MTIA, CCT, PSA, or 103-12 IE: ING RUSSELL SMALL CAP INDEX PORTFOL

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	30482

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW PERSPECTIVE FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	74247
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	800058
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD VARIABLE INSURANCE FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	14267
a Name of MTIA, CCT, PSA, or 103-12 IE: ING JPMORGAN MID CAP VALUE			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4460
a Name of MTIA, CCT, PSA, or 103-12 IE: ING BARON SMALL CAP GROWTH			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2131
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	612975
a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	119391
a Name of MTIA, CCT, PSA, or 103-12 IE: PIONEER STRATEGIC INCOME FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	13401
a Name of MTIA, CCT, PSA, or 103-12 IE: MASSACHUSETTS INVESTORS TRUST			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	522975
a Name of MTIA, CCT, PSA, or 103-12 IE: ING FIXED ACCOUNT			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2419066

a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION 2015 PORTFOLIO		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 141444
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION 2025 PORTFOLIO		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 427013
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION 2035 PORTFOLIO		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 398220
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION 2045 PORTFOLIO		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 467310
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION INCOME PORTFOLIO		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18219
a Name of MTIA, CCT, PSA, or 103-12 IE: WANGER SELECT		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88098
a Name of MTIA, CCT, PSA, or 103-12 IE: ING U.S. STOCK INDEX PORTFOLIO		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40811
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO VIT REAL RETURN PORTFOLIO		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18064
a Name of MTIA, CCT, PSA, or 103-12 IE: ING MONEY MARKET FUND-CLASS A		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 898
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 04/01/2010 and ending 03/31/2011

A Name of plan
PACIFIC STATES INDUSTREIS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFIC STATES INDUSTRIES, INC.

D Employer Identification Number (EIN)
94-2565203

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	206616	182627
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	3631561	4388295
(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)	2800988	2419069
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	6639165	6989991
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6639165	6989991

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)		
	(B) Participants	2a(1)(B)	250353	
	(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)		250353
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)	10405	
	(F) Other	2b(1)(F)	74070	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		84475
	(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)		
	(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)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		492206
(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		827034
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	476208	
(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)		476208
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)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		476208
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		350826
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FRANK, RIMERMAN & CO., LLP (2) EIN: 94-1341042

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Pacific States Industries, Inc. 401(k) Profit Sharing Plan

Financial Statements and Supplemental Schedule with Independent Auditors' Report

March 31, 2011 and 2010

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Frank, Rimerman + Co. LLP

Plan Administrator
Pacific States Industries, Inc. 401(k) Profit Sharing Plan
San Jose, California

Certified
Public
Accountants

INDEPENDENT AUDITORS' REPORT

New York
Palo Alto
San Francisco
San Jose
St. Helena

We were engaged to audit the financial statements of the Pacific States Industries, Inc. 401(k) Profit Sharing Plan (the Plan) as of March 31, 2011 and 2010 and for the year ended March 31, 2011 and the supplemental schedule as of March 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and 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 information summarized in Note 3, which was certified by ING Life Insurance and Annuity Company (ING), the Plan's investment custodian, 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 ING holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from ING as of March 31, 2011 and 2010 and for the year ended March 31, 2011, that the information provided to the Plan administrator by ING 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 ING, 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 ERISA.

Frank, Rimerman + Co. LLP

Palo Alto, California
December 15, 2011

Pacific States Industries, Inc. 401(k) Profit Sharing Plan
Statements of Net Assets Available for Benefits

	March 31, 2011	March 31, 2010
Assets		
Investments, at fair value:		
Pooled separate accounts	$ 4,388,298	$ 3,631,558
Guaranteed interest account	2,419,066	2,800,988
Total investments	6,807,364	6,432,546
Notes receivable from participants	182,627	206,617
Net Assets Available for Benefits	$ 6,989,991	$ 6,639,163

See Independent Auditors' Report and Notes to Financial Statements

Pacific States Industries, Inc. 401(k) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended March 31, 2011

Additions to Net Assets		
Investment income:		
Net appreciation in fair value of investments	$	492,207
Interest and dividends		84,475
Total investment income		576,682
Participant contributions		250,353
Total additions		827,035
Deductions from Net Assets		
Benefits paid to participants		476,207
Total deductions		476,207
Net Increase		350,828
Net Assets Available for Benefits		
Beginning of year		6,639,163
End of year	$	6,989,991

See Independent Auditors' Report and Notes to Financial Statements

1. Description of Plan

The Pacific States Industries, Inc. 401(k) Profit Sharing Plan (the Plan) was established in 1980 to provide retirement benefits and tax-deferred savings opportunities to eligible employees of Pacific States Industries, Inc. (the Company). The Plan was amended and restated effective April 1, 2009. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan with a salary deferral arrangement qualified under appropriate provisions of the Internal Revenue Code (the Code) and applicable state laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company is the Plan sponsor and Plan administrator. ING Life Insurance and Annuity Company (ING) is the Plan's investment custodian. The Plan's trustees (Trustees), comprised of Company employees, are appointed by the Plan administrator. The Trustees monitor the performance of the Plan and assist the Plan administrator in its oversight of the Plan.

Eligible Participants:

Employees are eligible to participate in the Plan once they have attained age 21 and have completed one year of service. Participants may begin making deferrals into the Plan on the first day of April or October after becoming eligible to participate in the Plan.

Contributions:

Participants are permitted to make salary deferral contributions of up to 100% of their eligible compensation, as defined by the Plan, subject to certain limitations under the Code. Participants who have reached the age of 50 can elect to withhold additional catch-up contributions under the Code. Participants may also contribute amounts representing distributions from other qualified plans (rollovers). The Company may make discretionary matching and other contributions at the option of the Company's Board of Directors. The Company did not make any contributions to the Plan for the year ended March 31, 2011. Contributions are subject to certain limitations under the Code.

1. Description of Plan (continued)

Participant Accounts:

Each participant's account is credited with the participant's contributions and an allocation of: (a) Company's contributions, (b) forfeitures and (c) investment earnings (losses) thereon. Earnings (losses) are allocated by investment fund, based on the ratio of a participant's account invested in a particular fund, to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may elect to invest their accounts in a variety of investment options offered under the Plan.

Vesting and Forfeitures:

Participants are fully (100%) vested in their contributions, Company matching contributions and related earnings. Participants vest in Company profit sharing contributions, if any, in ratable installments of 20% after the second year of service and continue to vest 20% annually, becoming fully vested after six years of service. Participants become fully vested in Company profit sharing contributions upon retirement, death or disability. Due to the period of time since the last profit sharing contribution was made, all profit sharing contributions are 100% vested. Forfeitures may be allocated to participant accounts as additional Company profit sharing contributions or used to reduce Plan expenses.

Notes Receivable from Participants:

In September 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-25, *Plan Accounting – Defined Contribution Pension Plans* (ASU 2010-25), which requires defined contribution pension plans to report participant loans as notes receivable from participants and classify the notes outside of investments on a plan's statement of net assets available for benefits. The Plan adopted ASU 2010-25, effective April 1, 2010, and has applied it retrospectively to the statement of net assets available for benefits as of March 31, 2010.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document. Note receivable transactions with participants qualify as party-in-interest transactions.

1. Description of Plan (continued)

Notes Receivable from Participants: (continued)

Participants may borrow up to one-half of their vested account balance, not to exceed $50,000, for a period not to exceed five years, except for notes used to purchase a primary residence for which a longer term may be granted. Participant notes are evidenced by a written note, bear a rate of interest commensurate with local prevailing rates and are collateralized by the vested participant account balance. The interest rate on notes outstanding at March 31, 2011 range from 4.25% to 9.25%. Repayment of principal and interest is made through payroll deductions.

Payment of Benefits:

Upon termination of employment, participants or beneficiaries may elect to receive a lump sum amount equal to the value of their accounts. Benefits are recorded when paid.

Administrative Expenses:

Certain participant fees and expenses may be charged to participant accounts. The Company pays all other expenses related to the Plan, which are not reflected in the Plan's financial statements.

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 ERISA provisions. In the event of Plan termination, participants would remain fully vested in their accounts and distributions would be made to participants as described in the Plan agreement.

Risks and Uncertainties:

Participants may invest their account balances in a variety of investment options offered by the Plan. Investments are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment options offered by the Plan, it is at least reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of Accounting:

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

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value. ING holds the Plan's investments, which are comprised of a general fund and pooled separate accounts as follows:

General Fund Account: The guaranteed interest account is part of ING's general fund account. The fair value of this account is the value paid any time funds are withdrawn prior to their maturity for an event other than death, disability, termination or retirement, less any applicable surrender charge.

Pooled Separate Accounts: These accounts are separate from ING's general fund account and consist of shares in various mutual funds. The investment in each separate account is expressed in 'units'. The value of each separate account is recorded at the close of each business day at fair value based on unit value reported by ING. The 'unit value' is calculated by dividing the value of the entire account by the total number of units in the account. The value of each separate account on any date is determined by multiplying the number of units held by the unit value.

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

Subsequent Events:

Subsequent events have been evaluated through the date of the independent auditors' report, which is the date the financial statements were approved by the Plan and available to be issued.

3. Information Prepared and Certified by ING

ING, as the Plan's investment custodian, has certified the fair value of the following assets held at March 31, 2011 and 2010 and income earned during the year ended March 31, 2011, that were used in the preparation of the accompanying financial statements and supplemental schedule. The following table separately presents the fair value of investments that represent 5% or more of the Plan's net assets at March 31:

	2011	2010
ING Fixed Account	$ 2,419,066	$ 2,800,988
American Funds American Balanced Fund	800,058	729,836
ING Solution 2025 Portfolio	427,013	365,856
ING Solution 2035 Portfolio	398,220	-
ING Solution 2045 Portfolio	467,310	386,480
Massachusetts Investors Trust	522,975	520,172
American Funds Growth Fund of America	612,975	548,301
Other funds individually less than 5% of net assets	1,159,747	1,080,913
Certified assets	$ 6,807,364	$ 6,432,546

The Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated in value as follows for the year ended March 31, 2011:

Certified income (pooled separate accounts)	$ 492,207

4. Fair Value Measurements

The Plan uses a three-level hierarchy that prioritizes the inputs used in valuation techniques for determining fair value of investments and making disclosures about fair value measurements. The Plan defines fair value as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date.

The three levels of the fair value hierarchy are as follows:

Level 1: Quoted prices in active markets that are accessible at the measurement date for identical investments, unrestricted assets or liabilities.

Level 2: Quoted prices in active markets that are accessible at the measurement date for similar investments, quoted prices in markets that are not considered to be active or financial instruments without quoted market prices, but for which all significant inputs are observable, either directly or indirectly.

Level 3: Significant unobservable inputs, including the Plan's own assumptions, are used in determining the fair value.

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. If available, quoted market prices are used to value investments.

In January 2010, FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* to add new disclosures about transfers into and out of Levels 1 and 2 measurements and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. The Plan adopted ASU 2010-06 effective April 1, 2010, with no material impact on the Plan's financial statements and disclosures.

4. Fair Value Measurements (continued)

All Plan investments are classified as Level 2 within the fair value hierarchy at March 31, 2011 and 2010 and are summarized as follows:

	2011	2010
Pooled separate accounts:		
Blend funds	$ 1,542,152	$ 1,427,928
Growth funds	1,024,583	892,095
Bond funds	123,087	115,637
Value funds	68,525	32,436
Money market funds	164,499	179,339
Target date funds	1,465,452	984,123
Total pooled separate accounts	4,388,298	3,631,558
General fund	2,419,066	2,800,988
Total investments at fair value	$ 6,807,364	$ 6,432,546

5. Income Tax Status

The Company adopted a volume submitter plan offered by ING, which has received an opinion letter from the Internal Revenue Service stating that the form of the plan submitted for review qualifies under applicable provisions of the Code. The Plan has been amended since the date of the opinion letter, but the Company believes the Plan is being operated in compliance with the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal and state income taxes.

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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of March 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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 the Plan is no longer subject to income tax examinations for years prior to 2008.

6. Party-In-Interest Transactions

Plan investments include investment options managed by ING. As ING is the Plan's investment custodian, purchases and sales of these investments by the Plan qualify as party-in-interest transactions.

Pacific States Industries, Inc. 401(k) Profit Sharing Plan
(Employer Identification Number 94-2565203)
(Plan Number 001)
Supplemental Schedule Accompanying Form 5500
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
March 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party (c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	ING Life Insurance and Annuity Company:		
	American Funds American Balanced Fund	**	$ 800,058
	American Funds EuroPacific Growth Fund	**	119,391
	American Funds Growth Fund of America	**	612,975
	American Funds New Perspective Fund	**	74,247
	Franklin Small Cap Value Securities Fund	**	64,065
*	ING Baron Small Cap Growth Portfolio	**	2,131
*	ING Clarion Real Estate Portfolio	**	50,641
*	ING Fixed Account	**	2,419,066
*	ING Intermediate Bond Portfolio	**	123,087
*	ING JPMorgan Mid Cap Value Portfolio	**	4,460
*	ING Money Market Portfolio	**	164,499
*	ING Russell Mid-Cap Index Portfolio	**	64,699
*	ING Russell Small Cap Index Portfolio	**	30,482
*	ING Solution 2015 Portfolio	**	141,444
*	ING Solution 2025 Portfolio	**	427,013
*	ING Solution 2035 Portfolio	**	398,220
*	ING Solution 2045 Portfolio	**	467,310
*	ING Solution Income Portfolio	**	18,219
*	ING U.S. Stock Index Portfolio	**	40,811
*	ING Large Cap Growth Portfolio - Institutional Class	**	127,741
	Massachusetts Investors Trust	**	522,975
	PIMCO VIT Real Return Portfolio	**	18,064
	Pioneer Strategic Income Fund	**	13,401
	Vanguard Variable Insurance Fund	**	14,267
	Wanger Select Fund	**	88,098
*	Participant Notes Receivable – 38 notes outstanding with interest rates between 4.25% and 9.25%	-	182,627
	Total assets held at end of year		$6,989,991

* An asterisk in column (a) indicates a party-in-interest.
** Cost information is not required as all investments are participant directed.

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