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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BILL JACOBS COMPANIES SECTION 401K PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1992

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
BILL JACOBS JOLIET, LLC

2001 W JEFFERSON ST
JOLIET, IL 60435

2b Employer Identification Number (EIN) 82-0578220

2c Sponsor's telephone number 815-725-7110

2d Business code (see instructions) 441110

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.	12/30/2011	MATT WAUGH
	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")
BILL JACOBS JOLIET LLC

2001 W JEFFERSON ST
JOLIET, IL 60435

3b Administrator's EIN
82-0578220

3c Administrator's telephone number
815-725-7110

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**	213
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**	214
b	Retired or separated participants receiving benefits	**6b**	119
c	Other retired or separated participants entitled to future benefits	**6c**	1
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	334
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	336
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	204
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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:
3D 2J 2G 2E

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	3	**A** (Insurance Information)
(4)			**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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BILL JACOBS COMPANIES SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500.
BILL JACOBS JOLIET, LLC

D Employer Identification Number (EIN)
82-0578220

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 AND 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
		GH2354	33	01/01/2009	12/31/2009

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
1787	558

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
RSM MCGLADREY
SUITE 1400
191 N WACKER DRIVE
CHICAGO, IL 60606

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	558	SERVICE PROGRAM FEES	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
MESIROW FINANCIAL, INC.
321 N CLARK ST 7TH FLOOR
CHICAGO, IL 60610

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1787			3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

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 ▶ VARIABLE ANNUITY

b	Balance at the end of the previous year			7b	14198
c	Additions: (1) Contributions deposited during the year	7c(1)	84531		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	810		
	(4) Transferred from separate account	7c(4)	60808		
	(5) Other (specify below)	7c(5)	11573		
	▶ VARIOUS				
	(6) Total additions			7c(6)	157722
d	Total of balance and additions (add **b** and **c(6)**)			7d	171920
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	48707		
	(2) Administration charge made by carrier	7e(2)	100		
	(3) Transferred to separate account	7e(3)	96100		
	(4) Other (specify below)	7e(4)	12397		
	▶ MISC				
	(5) Total deductions			7e(5)	157304
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	14616

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 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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BILL JACOBS COMPANIES SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500.
BILL JACOBS JOLIET, LLC

D Employer Identification Number (EIN)
82-0578220

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 AND 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
		GH2353	130	01/01/2009	12/31/2009

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
3240	983

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
RSM MCGLADREY
SUITE 1400
191 N WACKER DRIVE
CHICAGO, IL 60606

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	983	SERVICE PROGRAM FEES	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
MESIROW FINANCIAL, INC.
321 N CLARK ST 7TH FLOOR
CHICAGO, IL 60610

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3240			3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

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 ▶ VARIABLE ANNUITY

b	Balance at the end of the previous year			7b	51187
c	Additions: (1) Contributions deposited during the year	7c(1)	358960		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	1738		
	(4) Transferred from separate account	7c(4)	174274		
	(5) Other (specify below)	7c(5)	18686		
	▶ VARIOUS				
	(6) Total additions			7c(6)	553658
d	Total of balance and additions (add **b** and **c(6)**)			7d	604845
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	128705		
	(2) Administration charge made by carrier	7e(2)	400		
	(3) Transferred to separate account	7e(3)	358237		
	(4) Other (specify below)	7e(4)	59051		
	▶ MISC				
	(5) Total deductions			7e(5)	546393
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	58452

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 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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BILL JACOBS COMPANIES SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500.
BILL JACOBS JOLIET, LLC

D Employer Identification Number (EIN)
82-0578220

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 AND 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
		GH2294	62	01/01/2009	12/31/2009

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
4407	1486

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
RSM MCGLADREY
SUITE 1400
191 N WACKER DRIVE
CHICAGO, IL 60606

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1486	SERVICE PROGRAM FEES	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
MESIROW FINANCIAL, INC.
321 N CLARK ST 7TH FLOOR
CHICAGO, IL 60610

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4407			3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ VARIABLE ANNUITY

b	Balance at the end of the previous year			7b	96193
c	Additions: (1) Contributions deposited during the year	7c(1)	138713		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	2700		
	(4) Transferred from separate account	7c(4)	283864		
	(5) Other (specify below) ▶ VARIOUS	7c(5)	51405		
	(6) Total additions			7c(6)	476682
d	Total of balance and additions (add **b** and **c(6)**)			7d	572875
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	256489		
	(2) Administration charge made by carrier	7e(2)	200		
	(3) Transferred to separate account	7e(3)	199478		
	(4) Other (specify below) ▶ MISC	7e(4)	24655		
	(5) Total deductions			7e(5)	480822
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	92053

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 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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BILL JACOBS COMPANIES SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BILL JACOBS JOLIET, LLC

D Employer Identification Number (EIN)
82-0578220

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: RIVERSOURCE MID CAP VALUE

b Name of sponsor of entity listed in (a): ING

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)
71-0294708-002	P	114591

a Name of MTIA, CCT, PSA, or 103-12 IE: RIVERSOURCE HIGH YIELD BOND FUND

b Name of sponsor of entity listed in (a): ING

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)
71-0294708-002	P	73915

a Name of MTIA, CCT, PSA, or 103-12 IE: FIXED ACCOUNT

b Name of sponsor of entity listed in (a): ING

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)
71-0294708-002	P	160659

a Name of MTIA, CCT, PSA, or 103-12 IE: SOLUTION PORTFOLIO

b Name of sponsor of entity listed in (a): ING

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)
71-0294708-002	P	194064

a Name of MTIA, CCT, PSA, or 103-12 IE: PIONEER HIGH YIELD FUND R-928

b Name of sponsor of entity listed in (a): ING

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)
71-0294708-002	P	222650

a Name of MTIA, CCT, PSA, or 103-12 IE: BARON ASSET FUND-921

b Name of sponsor of entity listed in (a): ING

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)
71-0294708-002	P	203555

a Name of MTIA, CCT, PSA, or 103-12 IE: SOLUTION 2045 PORTFOLIO ADV 763

b Name of sponsor of entity listed in (a): ING

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)
71-0294708-002	P	366523

a Name of MTIA, CCT, PSA, or 103-12 IE: SOLUTION 2035 PORTFOLIO-ADV-760

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 235559

a Name of MTIA, CCT, PSA, or 103-12 IE: SOLUTION 2025 PORTFOLIO ADV-749

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 219197

a Name of MTIA, CCT, PSA, or 103-12 IE: SOLUTION 2015 PORT ADV CLASS 745

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91890

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND HOLDING ACCT

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2005

a Name of MTIA, CCT, PSA, or 103-12 IE: MARSICO GROWTH PORTFOLIO C1 S-593

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12963

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND R3-496

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 293469

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA-R3-487

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 535257

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL PORTFOLIO I-432

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 115388

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD VIF DIVERSIFIED VALUE 412

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1906441

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP CONTRAFUND PORT SVC 41

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 100438

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND R-3-341

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 418216

a Name of MTIA, CCT, PSA, or 103-12 IE: CRM MID CAP VALUE

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 885

a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT SMALL CAP VALUE FUND P-

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 325355

a Name of MTIA, CCT, PSA, or 103-12 IE: STOCK INDEX PORTFOLIO- INSTITUTIONA

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17950

a Name of MTIA, CCT, PSA, or 103-12 IE: VP INTERMEDIATE BOND PORT I-004

b Name of sponsor of entity listed in (a): ING

c EIN-PN 71-0294708-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 173534

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BILL JACOBS COMPANIES SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BILL JACOBS JOLIET, LLC

D Employer Identification Number (EIN)
82-0578220

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)	60717	35619
(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)	190608	179659
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	4294119	5623845
(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)	161580	160659
(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	4707024	5999782
	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	4707024	5999782

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)	35619	
	(B) Participants	2a(1)(B)	519109	
	(C) Others (including rollovers)	2a(1)(C)	2378	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		557106
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)	13720	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13720
	(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)		1200155
(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		1770981
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	477473	
(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)		477473
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)	750	
(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)		750
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		478223
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1292758
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: GORDON STOCKMAN & WAUGH, P.C. (2) EIN: 41-2110811

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

For Accountants Opinion – Look at Financial Statements

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 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

2009

This Form Is Open to Public Inspection.

Part I Annual Report Identification Information

For the calendar plan year 2009 or fiscal plan year beginning **and ending**

A This return/report is for: (1) [ ] a multiemployer plan; (3) [ ] a multiple-employer plan; or
(2) [X] a single-employer plan; (4) [ ] a DFE (specify)

B This return/report is: (1) [ ] the first return/report; (3) [ ] the final return/report;
(2) [X] an amended return/report; (4) [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information — enter all requested information.

1a Name of plan
BILL JACOBS COMPANIES SECTION 401(K) PLAN

1b Three-digit plan number (PN) .... ► 002

1c Effective date of plan 01/01/1992

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

BILL JACOBS JOLIET, LLC
2001 W. JEFFERSON ST.
JOLIET, IL 60435

2b Employer Identification Number (EIN) 82-0578220

2c Sponsor's telephone number 815-725-7110

2d Business code (see instructions) 441110

[redacted]

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 if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE [signature]	12-29-11	CHYRL PROCARIONE
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')

BILL JACOBS JOLIET, LLC
2001 W. JEFFERSON ST.
JOLIET, IL 60435

3b Administrator's EIN
82-0578220

3c Administrator's telephone number
815-725-7110

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 below:

a Sponsor's name

b EIN

c PN

5 Total number of participants at the beginning of the plan year	**5**	213
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**	214
b Retired or separated participants receiving benefits	**6b**	119
c Other retired or separated participants entitled to future benefits	**6c**	1
d Subtotal. Add lines **6a, 7b,** and **6c**	**6d**	334
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	336
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	204
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E | 2G | 2J | 3D

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

9a Plan funding arrangement (check all that apply)	**9b** Plan benefit arrangement (check all that apply)
(1) [X] Insurance	(1) [X] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(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	**b General Schedules**
(1) [ ] **R** (Retirement Plan Information)	(1) [X] **H** (Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) — signed by the plan actuary	(2) [ ] **I** (Financial Information — Small Plan)
	(3) [X] 3 **A** (Insurance Information)
	(4) [ ] **C** (Service Provider Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Information) — signed by the plan actuary	(5) [X] **D** (DFE/Participating Plan Information)
	(6) [ ] **G** (Financial Transaction Schedules)

For Schedule of Assets – See Financial Statements

CONTENTS

	Page
Independent Auditors' Report	1
Financial Statements:	
Statements of net assets available for benefits	2
Statement of changes in net assets available for benefits	3
Notes to financial statements	4 - 10
Schedule	
Form 5500, Schedule H, Part IV, Line 4i - Schedule of assets (held at end of year)	11

GORDON, STOCKMAN & WAUGH P.C.

CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Bill Jacobs Companies Section 401(k) Plan
Joliet, Illinois

We were engaged to audit the statements of net assets available for benefits of Bill Jacobs Companies Section 401(k) Plan as of December 31, 2009 and 2008, the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedule of Form 5500, Schedule H, Part IV, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by ING Life Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Gordon, Stockman & Waugh, P.C.

Peoria, Illinois
October 8, 2010

Bill Jacobs Companies
Section 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	2009	2008
ASSETS		
Investments at fair value:		
Pooled separate accounts	**$ 5,784,504**	$ 4,455,699
Participant notes receivable	**179,659**	190,608
	5,964,163	4,646,307
Receivables:		
Employer contributions	**35,619**	60,717
Total assets	**5,999,782**	4,707,024
LIABILITIES	**-**	-
Net assets available for benefits	**$ 5,999,782**	$ 4,707,024

See Notes to Financial Statements.

Bill Jacobs Companies
Section 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

Additions to net assets attributed to:	
Investment income (Note 3):	
Net appreciation in fair value of investments and dividends	$ 1,200,155
Loan interest	13,720
Total investment income	1,213,875
Contributions:	
Participants	519,109
Employer	35,619
Rollover	2,378
Total contributions	557,106
Total additions	1,770,981
Deductions from net assets attributed to:	
Distributions to participants	477,473
Fees	750
Total deductions	478,223
Net increase	1,292,758
Net assets available for benefits:	
Beginning of year	4,707,024
End of year	$ 5,999,782

See Notes to Financial Statements.

Note 1. Description of Plan

The following brief description of the Bill Jacobs Companies Section 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General: The Plan, established on July 1, 1992, is a defined contribution plan covering all nonunion employees of Bill Jacobs Motorsport, Inc., Bill Jacobs Enterprises, Inc., Bill Jacobs Aurora, Inc., Land Rover Hoffman Estates, L.L.C., Land Rover Naperville, L.L.C., Land Rover Hinsdale, L.L.C., Bill Jacobs Naperville, L.L.C., and Bill Jacobs Joliet, L.L.C. (the Employer), who have attained the age of twenty-one and have completed twelve months of service. Participants may enter the Plan the first day of the month after satisfying the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may elect to reduce their salary and have the amount contributed to the Plan. The elective deferral amount may not be more than the lesser of the maximum dollar limit allowed under the requirements of the IRC, or such lesser amount as determined by the discrimination tests for the Plan. Participants may choose to begin elective deferral contributions at the beginning of each month of the Plan year. Participants who will be age 50 or older during the plan year can make special catch-up contributions. Contributions of distributions to participants from another qualified plan are permitted as defined in the Plan and are reflected as rollover contributions. The Employer contributions consist of matching a discretionary percentage of the participant contributions. These contributions are allocated to each participant based on his/her total contribution to the Plan for the year. Additional amounts may be contributed by the Employer at the discretion of the Employer's Board of Directors. Contributions are subject to certain limitations. The Employer discretionary matching contributions were $35,619 for the year ended December 31, 2009.

Participant Accounts: Each participant's account is credited with the participant's contributions, the Employer's matching contributions, and an allocation of (a) additional Employer discretionary contributions, if any, (b) investment earnings, and (c) administrative expenses. Allocations of the Employer's additional discretionary contribution are based on participant compensation. Investment earnings are allocated based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant's vested percentage in his/her account is determined under the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

In addition, 100% vesting occurs upon the death, disability, or normal retirement of a participant.

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Participant Notes Receivable: Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their participant contribution account balance, plus 50% of their employer contribution account balance, provided they are 100% vested. Loan terms range from 1 - 5 years, or up to 25 years for the purchase of a primary residence. The loans are secured by an irrevocable pledge and an assignment of 50% of the amount of the borrowing participant's benefit and bear interest at a reasonable rate of interest determined by the Plan Administrator. Interest rates applicable to outstanding loans as of December 31, 2009 and 2008, ranged from 5.25% to 9.25%. Loan repayments are made through payroll reductions.

Investment Options: Upon enrollment in the Plan, a participant may direct contributions into a variety of ING Life Insurance and Annuity Company investment options as are more fully described in the Plan's literature. All funds are invested in pooled separate accounts. Participants may change their investment options daily.

Payment of Benefits: The Plan provides that benefits will be distributed in the form of a qualified joint and survivor annuity unless the participant and, if married, the participant's spouse elect an optional form of payment. Optional forms of payment under the Plan are a lump-sum payment, required minimum distribution, or installment payments in monthly, quarterly, or annual amounts not to exceed the life expectancy of the participant or the joint life expectancy of the participant and the participant's beneficiary. Under special circumstances, other participants may be eligible for financial hardship distributions. The amount of the hardship distributions is determined on a case-by-case basis depending on the need of the participant but will not exceed the amount of vested benefits accumulated.

Forfeiture Accounts: Forfeitures of terminated participants' nonvested accounts are used to reduce future employer contributions or pay plan expenses. As of December 31, 2009 and 2008, forfeited nonvested accounts totaled $2,007 and $14,253, respectively. Also, in 2009, employer contributions were reduced by $14,252 from nonvested accounts.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting: The accompanying financial statements of the Plan are prepared under the accrual basis of accounting.

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

Investment Valuation and Income Recognition: The Plan's investments in pooled separate accounts are valued on a net asset value per share as determined by ING Life Insurance and Annuity Company, which reflects the fair value of the investments comprising the separate pooled funds. Participant notes receivable are valued at amortized cost which approximate fair 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.

Payment of Benefits: Benefits are recorded when paid.

Subsequent events: Subsequent events have been evaluated through October 8, 2010, which is the date the financial statements were available to be issued.

Note 3. Investments Certified by ING

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by ING, except for comparing such information certified by the custodian to information included in the Plan's financial statements and supplemental schedule.

The following table presents the fair value of investments as of December 31, 2009 and 2008. During 2009, the Plan's investments in pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,200,155. Investments representing 5% or more of the Plan's assets are separately identified. ING Life Insurance and Annuity Company has certified the assets at December 31, 2009.

	December 31,	
	2009	2008
Pooled separate accounts:		
Lord, Abbett & Co. Small - Cap Value Fund - P302	$ 325,355	$ **
American Balanced Fund - R-3-341	418,216	388,635
Growth Fund of America - R3	535,257	399,091
Vanguard VIF Diversified Value - 412	1,906,441	1,652,526
ING Solution 2045 Portfolio - Adv-763	366,523	**
All other pooled separate accounts individually less than 5% of Plan net assets	2,232,712	2,015,447
	5,784,504	4,455,699
Participant notes receivable	179,659	190,608
	$ 5,964,163	$ 4,646,307

** Did not meet 5% of Plan's net assets at December 31, 2008

ING Life Insurance and Annuity Company also has certified to the completeness and accuracy of the net appreciation in fair value of investments and interest related to the aforementioned investments for 2009.

Note 4. Related Party Transactions

Certain Plan investments of pooled separate accounts are managed by ING Life Insurance and Annuity Company. ING Life Insurance and Annuity Company is custodian as defined by the Plan, and therefore, these transactions quality as party-in-interest transactions.

Certain Plan administrative expenses are paid by the Employer. The Plan paid $750 of administrative expenses during the year ended December 31, 2009. The trustee of the Plan is an employee of the Employer and does not receive compensation from the Plan for services as the Plan trustee. Certain administrative functions are performed by employees of the Employer. These employees are not reimbursed for their services.

Note 5. Plan Termination

Although it has not expressed any intent to do so, Bill Jacobs Companies has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event the Plan is terminated, all amounts credited to the accounts of each participant become fully vested.

Note 6. Income Tax Status

The Plan is a nonstandardized profit sharing 401(k) prototype plan sponsored by RSM McGladrey, Inc. The prototype plan has received a letter from the Internal Revenue Service as to its qualified status. The Plan has been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

The Financial Accounting Standards board issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

Note 7. Risks and Uncertainties

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

Note 8. Fair Value Measurements

ASC 820, *Fair Value Measurements,* 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; • 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 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Pooled separate accounts: Valued on a net asset value per share as determined by ING Life Insurance and Annuity Company, which reflects the fair value of the investments comprising the separate pooled funds.

Participant loans: Valued at amortized cost, which approximates fair value.

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

Note 8. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Money market fund	$ -	$ 162,664	$ -	$ 162,664
Bond fund	-	470,099	-	470,099
Asset allocation fund	-	1,107,233	-	1,107,233
Balanced fund	-	418,216	-	418,216
Large cap value fund	-	1,924,391	-	1,924,391
Large cap growth fund	-	648,658	-	648,658
Small/Med/Specialty fund	-	644,386	-	644,386
International fund	-	408,857	-	408,857
Participant notes receivable	-	-	179,659	179,659
Total assets at fair value	$ -	$ 5,784,504	$ 179,659	$ 5,964,163

Assets at Fair Value as of December 31, 2008

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Money market fund	$ -	$ 175,784	$ -	$ 175,784
Bond fund	-	296,458	-	296,458
Blended fund	-	1,209	-	1,209
Mid cap value	-	72,688	-	72,688
Asset allocation fund	-	667,790	-	667,790
Balanced fund	-	388,635	-	388,635
Large cap value fund	-	1,666,168	-	1,666,168
Large cap growth fund	-	463,775	-	463,775
Small/Med/Specialty fund	-	436,863	-	436,863
International fund	-	286,329	-	286,329
Participant notes receivable	-	-	190,608	190,608
Total assets at fair value	$ -	$ 4,455,699	$ 190,608	$ 4,646,307

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Level 3 **Year Ended December 31, 2009**
Balance, beginning of year	$ 190,608
Purchases, sales, issuances, and settlements (net)	(10,949)
Balance, end of year	$ 179,659

Note 9. Fair Value of Investments in Certain Entities that Calculate Net Asset Value per Share (or its equivalent)

The following table sets forth additional disclosures of Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31, 2009:

Investment	FV	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Pooled Separate Account				
ING Fixed Account - 739	$ 160,659	$ -	Immediate	None

(a) This category includes a fixed account whose objective is to protect principal while providing a higher rate of return than shorter term investments, such as money market funds. The fund invests a high percentage of its net assets in ING Life Insurance and Annuity Company. The fair value of the investments is this category has been estimated using the net assets value per share of the underlying investments.

Bill Jacobs Companies
Section 401(k) Plan (PN 002)
EIN 82-0578220

Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	ING Life Insurance and Annuity Company Custodian	Pooled separate accounts:		
*		ING VP Intermediate Bond Port - I-004	N/A	$ 173,534
*		ING Stock Index Portfolio - Institutional Class	N/A	17,950
		Lord Abbett Small-Cap Value Fund - P-302	N/A	325,355
		American Balanced Fund - R-3-341	N/A	418,216
*		ING Fidelity VIP Contrafund Port-Svc - 410	N/A	100,438
		Vanguard VIF Diversified Value - 412	N/A	1,906,441
*		ING Oppenheimer Global Portfolio - I-432	N/A	115,388
		CRM Mid Cap Value	N/A	885
		The Growth Fund of America - R3-487	N/A	535,257
		EuroPacific Growth Fund - R3-496	N/A	293,469
*		ING Marsico Growth Portfolio - C1 S-593	N/A	12,963
*		ING Money Mkt Fd (Holding Ac) - 628	N/A	2,005
*		ING Fixed Account - 739	N/A	160,659
*		ING Solution 2015 Port - Adv Class-745	N/A	91,890
*		ING Solution 2025 Portfolio - Adv-749	N/A	219,197
*		ING Solution 2035 Portfolio - Adv-760	N/A	235,559
*		ING Solution 2045 Portfolio - Adv-763	N/A	366,523
		Baron Asset Fund - 921	N/A	203,555
		Pioneer High Yield Fund - R-928	N/A	222,650
*		ING Solution Income Portfolio - Adviser Class	N/A	194,064
		RiverSource High Yield Bond Fund - Class R-4	N/A	73,915
		RiverSource Mid-Cap Value - R-4	N/A	114,591
	Participants	Loans (5.25% to 9.25%, maturity of 1 to 5 years)		179,659
				$ 5,964,163

* Represents a party-in-interest
N/A - Not required, participant-directed