

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>06/30/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☒ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>VENTYX INC. RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>VENTYX INC.</u> <u>3301 WINDY RIDGE PKWY SE</u> <u>ATLANTA, GA 30339-5623</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>94-3273443</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>770-989-4060</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541519</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>94-3273443</u>	2c Sponsor's telephone number <u>770-989-4060</u>	2d Business code (see instructions) <u>541519</u>	
2b Employer Identification Number (EIN) <u>94-3273443</u>					
2c Sponsor's telephone number <u>770-989-4060</u>					
2d Business code (see instructions) <u>541519</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>04/18/2012</u>	<u>JUDY MAYO</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	<u>04/18/2012</u>	<u>JUDY MAYO</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") VENTYX INC. 3301 WINDY RIDGE PKWY SE ATLANTA, GA 30339-5623	3b Administrator's EIN 94-3273443 3c Administrator's telephone number 770-989-4060
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	907
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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

2E 2F 2G 2J 2K 2T 3H

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **06/30/2011**

A Name of plan VENTYX INC. RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 VENTYX INC.	D Employer Identification Number (EIN) 94-3273443

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 THE VANGUARD GROUP, INC. 23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

MERCER INVESTMENT CONSULTING INC

61-0736136

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	40000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 37 52	NONE	19993	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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)

(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
THE VANGUARD GROUP	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GOLDMAN SACHS MID CAP VALUE FUND 13-3575636	25 BPS- OTHER	
(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
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(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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 06/30/2011		
A Name of plan VENTYX INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 VENTYX INC.	D Employer Identification Number (EIN) 94-3273443	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	507182	0
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	59138814	0
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	59645996	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	59645996	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	991318	
(B) Participants	2a(1)(B)	2904006	
(C) Others (including rollovers)	2a(1)(C)	766166	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4661490
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)	11217	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11217
(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)	233535	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		233535
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2689188
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7595430

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3582403	
(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)		3582403
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)	60004	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		60004
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3642407

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3953023
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		63599019

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BABUSH, NEIMAN, KORNMAN & JOHNSON,

(2) EIN: 58-0942047

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

THE PERSONAL RETIREMENT SAVINGS MANAGEMENT PLAN (PRISM)

5b(2) EIN(s)	5b(3) PN(s)
36-3100018	302

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 06/30/2011

A Name of plan <u>VENTYX INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VENTYX INC.</u>	D Employer Identification Number (EIN) <u>94-3273443</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Ventyx Inc. Retirement Plan

Financial Statements and

Supplemental Schedule

As of June 30, 2011 (Date of Merger),

December 31, 2010 and 2009

and For the Period January 1, 2011 to

June 30, 2011 (Date of Merger) and

For the Year Ended December 31, 2010

Ventyx Inc. Retirement Plan

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Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
as of December 31, 2010 Page 12



Babush, Neiman, Kornman & Johnson, LLP
Certified Public Accountants & Consultants

Independent Auditors' Report

To the Board of Trustees
Ventyx Inc. Retirement Plan
Atlanta, Georgia

We were engaged to audit the financial statements and supplemental schedule of Ventyx Inc. Retirement Plan as of June 30, 2011 (Date of Merger), December 31, 2010 and 2009, and for the period January 1, 2011 to June 30, 2011 (Date of Merger) and for the year ended December 31, 2010, as listed in the accompanying index. 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Vanguard Fiduciary Trust Company (Vanguard) and Principal Trust Company (Principal), the trustees of the Plan, 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 Vanguard held the Plan's investment assets and executed investment transactions as of June 30, 2011 (Date of Merger) and December 31, 2010, and Principal held the Plan's investment assets and executed investment transactions as of December 31, 2009. The plan administrator has obtained certifications from the trustees as of June 30, 2011 (Date of Merger), December 31, 2010 and 2009, and for the period January 1, 2011 to June 30, 2011 (Date of Merger) and for the year ended December 31, 2010 that the information provided to the plan administrator by the trustees 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Babush, Neiman, Kornman & Johnson, LLP

Atlanta, Georgia
April 16, 2012



Ventyx Inc. Retirement Plan

**Statements of Net Assets Available for Benefits
As of June 30, 2011 (Date of Merger), December 31, 2010 and 2009**

	<u>2011</u>	<u>2010</u>	<u>2009</u>
ASSETS			
CASH	\$ -	\$ -	\$ 32,560,267
INVESTMENTS, at fair value	-	59,138,814	17,331,572
RECEIVABLES			
Notes receivable from participants	-	507,182	777,038
Participant contribution	-	-	157,680
Total Receivables	-	507,182	934,718
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	-	59,645,996	50,826,557
Adjustment from fair value to contract value for interest in common/collective trusts relating to fully benefit-responsive investment contracts	-	-	84,342
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ 59,645,996	\$ 50,910,899

See notes to financial statements.

Ventyx Inc. Retirement Plan

**Statements of Changes in Net Assets
Available for Benefits
For the Period January 1, 2011 to June 30, 2011 (Date of Merger)
and For the Year Ended December 31, 2010**

	<u>June 30, 2011</u>	<u>December 31, 2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
CONTRIBUTIONS		
Employer	\$ 991,318	\$ 1,736,630
Participant	2,904,006	5,039,592
Rollover	766,166	63,103
Total Contributions	<u>4,661,490</u>	<u>6,839,325</u>
INVESTMENT INCOME		
Net appreciation in fair value of mutual funds	2,689,188	5,686,961
Interest and dividends	233,535	913,742
Total Investment Income	<u>2,922,723</u>	<u>6,600,703</u>
Interest income on notes receivable from participants	<u>11,217</u>	<u>40,189</u>
TOTAL ADDITIONS	<u>7,595,430</u>	<u>13,480,217</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	3,582,403	4,606,126
Administrative expenses	60,004	138,994
Transfers to affiliated plan (Note A)	63,599,019	-
TOTAL DEDUCTIONS	<u>67,241,426</u>	<u>4,745,120</u>
NET (DECREASE)/INCREASE	(59,645,996)	8,735,097
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>59,645,996</u>	<u>50,910,899</u>
End of Year	<u>\$ -</u>	<u>\$ 59,645,996</u>

See notes to financial statements.

Ventyx Inc. Retirement Plan
Notes to Financial Statements

A. DESCRIPTION OF THE PLAN

The following description of the Ventyx Inc. Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan covering substantially all employees of Ventyx Inc. (the "Company") who are age 21 or older, with the exception of leased employees. There is no minimum service requirement. Eligible employees are allowed to enter the Plan on the first day of the month following their date of hire.

Effective January 1, 2010, the Plan changed its recordkeeping/custodian from Principal to Vanguard Fiduciary Trust Company ("Vanguard").

On June 1, 2010, the Company was acquired by the ABB Group. As such, on June 30, 2011, the Plan merged with ABB Group Retirement Savings Plan (the "ABB Plan"). Participant balances under the Plan were transferred into the ABB Plan (referred to as the "Plan Merger").

Contributions Prior to the Plan Merger, participants could contribute up to 100% of pretax annual base pay, as defined in the Plan, not to exceed certain Internal Revenue Code ("IRC") limits. Participants could also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Company matching contributions were suspended for the period from April 16, 2009 through December 31, 2009. Effective January 1, 2010, Company matching contributions were reinstated for all participants. Company safe harbor matching contributions were equal to 100% of the participant's elected deferral for the first 1% of eligible compensation and then 50% of the next 5% of eligible compensation. Effective January 1, 2010, all newly eligible participants were automatically enrolled in the Plan at a 3% contribution rate unless another rate is elected by the participant. The contribution amount was increased each year by 1% up to a maximum rate of 6%. The automatic increase occurred annually on April 1st.

Participant Accounts. Prior to the Plan Merger, each participant's account was credited with the participant's contribution, allocations of the Company's contributions, and Plan earnings and charged with withdrawals and an allocation of administrative expenses and Plan losses. Allocations were based on participant earnings or account balances, as defined. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

Vesting. Prior to the Plan merger, participants were immediately vested in their before-tax and rollover contributions plus actual earnings thereon. The participant was 50% vested in matching contributions after the first year of credited service and 100% after the second year of service. If service is terminated by death, disability or retirement a participant is immediately 100% vested.

Notes to Financial Statements (Continued)

Participant Loans (Notes Receivable from Participants). Effective January 1, 2010, the Plan was amended to remove all loan provisions. Prior to January 1, 2010, participants could borrow from their vested account amounts not to exceed the lesser of 50% of the participant's balance or \$50,000, reduced by the highest outstanding loan balance in the participant's account during the prior 12-month period. The minimum loan amount was \$1,000. The maximum term of such loans was five years, except for a loan for the purchase of a primary residence, which had a fifteen-year maximum term. The interest rate, which ranges from 3.25% to 9.50%, was determined by the loan administrator at a rate commensurate with prevailing rates and bears a reasonable fixed rate of interest. Principal and interest is paid ratably through payroll deductions.

Investments. Prior to the Plan Merger, participants directed the investment of their contributions into various investment options offered by the Plan.

Withdrawals and Distributions. Prior to the Plan Merger, participants could receive distributions from the Plan upon normal retirement, attaining age 59 ½, termination of employment, or disability. With vested balances over \$5,000, a participant or beneficiary could elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments made over a period not to exceed the life expectancy of the participant and beneficiary. With vested balances over \$1,000, but not \$5,000, the mandatory distributions automatically rolled over to an individual retirement account, unless the participant elected otherwise.

In the event of a hardship, as defined by the Plan, participants could withdraw an amount not to exceed the total of all their vested balances as provided for by the Plan.

Administrative Expenses. Expenses of the Plan could be paid by the Company or from the assets of the Plan provided that such payment is consistent with ERISA.

Forfeited Accounts. Forfeitures were used to pay administrative expenses. At June 30, 2011, December 31, 2010, and December 31, 2009, forfeited, nonvested accounts totaled \$0 and \$47,956, and \$30,744 respectively. In 2011 and 2010, forfeited accounts used to pay administrative expenses totaled \$40,220 and \$20,412, respectively.

B. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan are prepared under the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Reclassifications. Certain prior year amounts in the financial statements have been reclassified to conform to the current year presentation.

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, liabilities and changes therein, and disclosure of contingent assets and liabilities. Prior to the Plan Merger, actual results could differ from those estimates.

Risks and Uncertainties. Prior to the Plan Merger, the Plan's investments were mutual funds. Mutual funds invest in various types of investment securities and in various companies within various markets. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level

Notes to Financial Statements (Continued)

of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities could have occurred in the near term and that such changes could have materially affected participants' account balances and the amounts reported in the financial statements.

Notes Receivable from Participants. Prior to the Plan Merger, notes receivable from participants represented participant loans that were recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants was recorded when it was earned. Related fees were recorded as administrative expenses and were expensed when they were incurred. No allowance for credit losses had been recorded as of December 31, 2010 or 2009. If a participant ceased to make loan repayments and the plan administrator deemed the participant loan to be a distribution, the participant loan balance was reduced and a benefit payment was recorded.

Investment Valuation and Income Recognition. Prior to the Plan Merger, the Plan's investments were stated at fair value. The fair value of a financial instrument is the amount that would have been received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

Purchases and sales of securities were recorded on a trade-date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date. Net appreciation in the fair value of investments included both realized and unrealized gains and losses on investments.

Management fees and operating expenses charged to the Plan for investments in the mutual funds were deducted from income earned on a daily basis and were not separately reflected. Consequently, management fees and operating expenses were reflected as a reduction of investment return for such investments.

Payment of Benefits. Benefit distributions to participants were recorded when paid by the Plan.

New Accounting Pronouncements. In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, ("ASU 2010-06"). ASU 2010-06 amended ASC 820-10, *Fair Value Measurements and Disclosures* ("ASU 820-10"), to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan's net assets available for benefits or its changes in net assets available for benefits.

Notes to Financial Statements (Continued)

In September 2010, the FASB issued Accounting Standards Update 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, ("ASU 2010-25"). ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of the participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

C. FAIR VALUE MEASUREMENTS

ASC 820-10 established a fair value hierarchy that prioritized 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 inputs (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest 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 at fair value.

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

Notes to Financial Statements (Continued)

Common/collective trusts: The Plan's interest in a common/collective trust was stated at fair value and are valued at the net asset value as reported by the common/collective trust on the valuation date as determined by the fair value of the underlying investments and reported by the trust.

The following tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009. There were no level 3 investments.

<u>December 31, 2010</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds:			
Money market fund	\$ 4,386,475	\$ -	\$ 4,386,475
Domestic stock funds	31,043,458		31,043,458
International stock funds	11,008,153		11,008,153
Balanced funds	6,591,294		6,591,294
Bond fund	<u>6,109,434</u>	<u>-</u>	<u>6,109,434</u>
Total	<u>\$ 59,138,814</u>	<u>\$ -</u>	<u>\$ 59,138,814</u>

<u>December 31, 2009</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds:			
Foreign large blend fund	\$ 6,053,168	\$ -	\$ 6,053,168
Intermediate-term bond fund	1,360	-	1,360
Large growth fund	5,366,092	-	5,366,092
Target date funds	41,541	-	41,541
Mid-cap value fund	1,934,931	-	1,934,931
Retirement income fund	<u>2,762</u>	<u>-</u>	<u>2,762</u>
Total mutual funds	<u>13,399,854</u>	<u>-</u>	<u>13,399,854</u>
Common/collective trust	<u>-</u>	<u>3,931,718</u>	<u>3,931,718</u>
Total	<u>\$ 13,399,854</u>	<u>\$ 3,931,718</u>	<u>\$ 17,331,572</u>

Notes to Financial Statements (Continued)

D. INVESTMENTS

The following presents investments that represented five percent or more of the Plan's net assets. All investments were participant directed.

	December 31,	
	2010	2009
American Funds Growth Fund of America	\$ 8,009,900	\$ 5,366,092
American Funds EuroPacific A Fund	6,243,257	6,053,168
Vanguard Total Bond Market Index Fund	6,109,434	*
Vanguard Windsor II Fund	5,311,809	*
T. Rowe Price Emerging Market Fund	4,764,896	*
Vanguard Mid-Cap Growth Fund	4,737,258	*
Vanguard Prime Money Market	4,386,475	*
Vanguard 500 Index Fund	4,010,238	*
T. Rowe Price Sml Cap Value Fund	3,524,664	*
ABN AMRO Income Plus D Fund	*	4,016,060

* Below 5% of net assets

E. INFORMATION CERTIFIED BY TRUSTEES

The following is a summary of the unaudited information regarding the Plan as of June 30, 2011, December 31, 2010 and 2009, and for the period January 1, 2011 to June 30, 2011 and for the year ended December 31, 2010, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Vanguard and Principal, the trustees of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustees that such information is complete and accurate.

	2011	2010	2009
Statements of net assets available for benefits:			
Investments, at fair value	\$ -	\$ 59,138,814	\$ 13,399,854
Investments, at contract value	-	-	4,016,060
Statement of changes in net assets available for benefits:			
Interest and dividends	233,535	913,742	
Net appreciation in fair value of mutual funds	2,689,188	5,686,961	

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year).

F. INCOME TAX STATUS

Effective January 1, 2010, the Plan used a prototype plan document sponsored by Vanguard. The prototype plan document received an opinion letter from the Internal Revenue Service ("IRS"), dated March 31, 2008, which stated that the prototype document satisfies the applicable provisions of the IRC. Prior to January 1, 2010 the Plan used an individually designed plan document. The Plan itself has not received a

Notes to Financial Statements (Continued)

determination letter from the IRS. However, Plan's management believes that the Plan is currently designed and was operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax was included in the Plan's financial statements.

G. PARTY-IN-INTEREST TRANSACTIONS

Prior to the Plan Merger, certain plan investments were shares of mutual funds and a common/collective trust managed by the trustees of the Plan. These transactions qualify as party-in-interest transactions. The trustees receive administrative fees from the Plan. The fees received from the Plan were \$20,004 and \$39,155 for 2011 and 2010, respectively.

H. CASH

Effective January 1, 2010 the plan transferred its assets from Principal to Vanguard. Cash reflects investments that were liquidated on December 31, 2009 and reinvested by Vanguard on January 4, 2010.

I. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

Net assets available for benefits per the financial statements	\$ 50,910,899
Adjustment from contract value to fair value for interest in common/collective trusts relating to fully benefit-responsive investment contracts	<u>(84,342)</u>
Net assets per Form 5500	<u>\$ 50,826,557</u>

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

Net increase per the financial statements	\$ 8,735,097
Adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit responsive investment contracts	<u>(84,342)</u>
Net Income per Form 5500	<u>\$ 8,650,755</u>

J. SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 16, 2012, which is the date the financial statements were available to be issued, and has determined that there are no subsequent events that require disclosure under the *Subsequent Events* topic of the ASC 855.

SUPPLEMENTAL SCHEDULE

Ventyx Inc. Retirement Plan

Form 5500, Schedule H, Part IV, Line 4i
Plan Sponsor's EIN: 94-3273443
Plan Number: 001

Schedule of Assets (Held at End of Year) As of December 31, 2010

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	American Funds Growth Fund of America	Registered Investment Company	**	\$ 8,009,900
	American Funds EuroPacific A Fund	Registered Investment Company	**	6,243,257
*	Vanguard Total Bond Market Index Fund	Registered Investment Company	**	6,109,434
*	Vanguard Windsor II Fund	Registered Investment Company	**	5,311,809
	T. Rowe Price Emerging Market Fund	Registered Investment Company	**	4,764,896
*	Vanguard Mid-Cap Growth Fund	Registered Investment Company	**	4,737,258
*	Vanguard Prime Money Market	Registered Investment Company	**	4,386,475
*	Vanguard 500 Index Fund	Registered Investment Company	**	4,010,238
	T. Rowe Price Small-Cap Value Fund	Registered Investment Company	**	3,524,664
	T. Rowe Price New Horizons Fund	Registered Investment Company	**	2,685,003
	Goldman Sachs Mid-Cap Value Fund	Registered Investment Company	**	2,447,467
*	Vanguard Wellington Fund	Registered Investment Company	**	1,999,593
*	Vanguard Target Retirement 2040 Fund	Registered Investment Company	**	1,334,791
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*	Vanguard Target Retirement 2030 Fund	Registered Investment Company	**	852,765
*	Vanguard Target Retirement 2025 Fund	Registered Investment Company	**	587,468
*	Vanguard Small-Cap Index fund	Registered Investment Company	**	317,119
*	Vanguard Target Retirement 2035 fund	Registered Investment Company	**	215,850
*	Vanguard Target Retirement 2050 Fund	Registered Investment Company	**	198,617
*	Vanguard Target Retirement Fund	Registered Investment Company	**	173,309
*	Vanguard Target Retirement 2010 Fund	Registered Investment Company	**	172,042
*	Vanguard Target Retirement 2045 Fund	Registered Investment Company	**	87,309
*	Vanguard Target Retirement 2015 Fund	Registered Investment Company	**	38,845
*	Vanguard Target Retirement 2005 Fund	Registered Investment Company	**	1,585
*	Participant loans	Rates range from 3.25% to 9.50% with various maturities	0	507,182
	TOTAL			<u>\$ 59,645,996</u>

* Party in Interest

** Participant directed, therefore cost not required

Ventyx Inc. Retirement Plan

Financial Statements and

Supplemental Schedule

As of June 30, 2011 (Date of Merger),

December 31, 2010 and 2009

and For the Period January 1, 2011 to

June 30, 2011 (Date of Merger) and

For the Year Ended December 31, 2010

Ventyx Inc. Retirement Plan

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Independent Auditors' Report

Financial Statements:

Statements of Net Assets Available for Benefits as of
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Statements of Changes in Net Assets Available for Benefits for the
Period January 1, 2011 to June 30, 2011 (Date of Merger) and
for the year ended December 31, 2010 Page 3

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Supplemental Schedule:

Schedule H (Form 5500)
Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
as of December 31, 2010 Page 12



Babush, Neiman, Kornman & Johnson, LLP
Certified Public Accountants & Consultants

Independent Auditors' Report

To the Board of Trustees
Ventyx Inc. Retirement Plan
Atlanta, Georgia

We were engaged to audit the financial statements and supplemental schedule of Ventyx Inc. Retirement Plan as of June 30, 2011 (Date of Merger), December 31, 2010 and 2009, and for the period January 1, 2011 to June 30, 2011 (Date of Merger) and for the year ended December 31, 2010, as listed in the accompanying index. 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Vanguard Fiduciary Trust Company (Vanguard) and Principal Trust Company (Principal), the trustees of the Plan, 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 Vanguard held the Plan's investment assets and executed investment transactions as of June 30, 2011 (Date of Merger) and December 31, 2010, and Principal held the Plan's investment assets and executed investment transactions as of December 31, 2009. The plan administrator has obtained certifications from the trustees as of June 30, 2011 (Date of Merger), December 31, 2010 and 2009, and for the period January 1, 2011 to June 30, 2011 (Date of Merger) and for the year ended December 31, 2010 that the information provided to the plan administrator by the trustees 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Babush, Neiman, Kornman & Johnson, LLP

Atlanta, Georgia
April 16, 2012



Ventyx Inc. Retirement Plan

**Statements of Net Assets Available for Benefits
As of June 30, 2011 (Date of Merger), December 31, 2010 and 2009**

	<u>2011</u>	<u>2010</u>	<u>2009</u>
ASSETS			
CASH	\$ -	\$ -	\$ 32,560,267
INVESTMENTS, at fair value	-	59,138,814	17,331,572
RECEIVABLES			
Notes receivable from participants	-	507,182	777,038
Participant contribution	-	-	157,680
Total Receivables	-	507,182	934,718
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	-	59,645,996	50,826,557
Adjustment from fair value to contract value for interest in common/collective trusts relating to fully benefit-responsive investment contracts	-	-	84,342
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ 59,645,996	\$ 50,910,899

See notes to financial statements.

Ventyx Inc. Retirement Plan

**Statements of Changes in Net Assets
Available for Benefits
For the Period January 1, 2011 to June 30, 2011 (Date of Merger)
and For the Year Ended December 31, 2010**

	<u>June 30, 2011</u>	<u>December 31, 2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
CONTRIBUTIONS		
Employer	\$ 991,318	\$ 1,736,630
Participant	2,904,006	5,039,592
Rollover	766,166	63,103
Total Contributions	<u>4,661,490</u>	<u>6,839,325</u>
INVESTMENT INCOME		
Net appreciation in fair value of mutual funds	2,689,188	5,686,961
Interest and dividends	233,535	913,742
Total Investment Income	<u>2,922,723</u>	<u>6,600,703</u>
Interest income on notes receivable from participants	<u>11,217</u>	<u>40,189</u>
TOTAL ADDITIONS	<u>7,595,430</u>	<u>13,480,217</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	3,582,403	4,606,126
Administrative expenses	60,004	138,994
Transfers to affiliated plan (Note A)	63,599,019	-
TOTAL DEDUCTIONS	<u>67,241,426</u>	<u>4,745,120</u>
NET (DECREASE)/INCREASE	(59,645,996)	8,735,097
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>59,645,996</u>	<u>50,910,899</u>
End of Year	<u>\$ -</u>	<u>\$ 59,645,996</u>

See notes to financial statements.

Ventyx Inc. Retirement Plan
Notes to Financial Statements

A. DESCRIPTION OF THE PLAN

The following description of the Ventyx Inc. Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan covering substantially all employees of Ventyx Inc. (the "Company") who are age 21 or older, with the exception of leased employees. There is no minimum service requirement. Eligible employees are allowed to enter the Plan on the first day of the month following their date of hire.

Effective January 1, 2010, the Plan changed its recordkeeping/custodian from Principal to Vanguard Fiduciary Trust Company ("Vanguard").

On June 1, 2010, the Company was acquired by the ABB Group. As such, on June 30, 2011, the Plan merged with ABB Group Retirement Savings Plan (the "ABB Plan"). Participant balances under the Plan were transferred into the ABB Plan (referred to as the "Plan Merger").

Contributions Prior to the Plan Merger, participants could contribute up to 100% of pretax annual base pay, as defined in the Plan, not to exceed certain Internal Revenue Code ("IRC") limits. Participants could also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Company matching contributions were suspended for the period from April 16, 2009 through December 31, 2009. Effective January 1, 2010, Company matching contributions were reinstated for all participants. Company safe harbor matching contributions were equal to 100% of the participant's elected deferral for the first 1% of eligible compensation and then 50% of the next 5% of eligible compensation. Effective January 1, 2010, all newly eligible participants were automatically enrolled in the Plan at a 3% contribution rate unless another rate is elected by the participant. The contribution amount was increased each year by 1% up to a maximum rate of 6%. The automatic increase occurred annually on April 1st.

Participant Accounts. Prior to the Plan Merger, each participant's account was credited with the participant's contribution, allocations of the Company's contributions, and Plan earnings and charged with withdrawals and an allocation of administrative expenses and Plan losses. Allocations were based on participant earnings or account balances, as defined. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

Vesting. Prior to the Plan merger, participants were immediately vested in their before-tax and rollover contributions plus actual earnings thereon. The participant was 50% vested in matching contributions after the first year of credited service and 100% after the second year of service. If service is terminated by death, disability or retirement a participant is immediately 100% vested.

Notes to Financial Statements (Continued)

Participant Loans (Notes Receivable from Participants). Effective January 1, 2010, the Plan was amended to remove all loan provisions. Prior to January 1, 2010, participants could borrow from their vested account amounts not to exceed the lesser of 50% of the participant's balance or \$50,000, reduced by the highest outstanding loan balance in the participant's account during the prior 12-month period. The minimum loan amount was \$1,000. The maximum term of such loans was five years, except for a loan for the purchase of a primary residence, which had a fifteen-year maximum term. The interest rate, which ranges from 3.25% to 9.50%, was determined by the loan administrator at a rate commensurate with prevailing rates and bears a reasonable fixed rate of interest. Principal and interest is paid ratably through payroll deductions.

Investments. Prior to the Plan Merger, participants directed the investment of their contributions into various investment options offered by the Plan.

Withdrawals and Distributions. Prior to the Plan Merger, participants could receive distributions from the Plan upon normal retirement, attaining age 59 ½, termination of employment, or disability. With vested balances over \$5,000, a participant or beneficiary could elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments made over a period not to exceed the life expectancy of the participant and beneficiary. With vested balances over \$1,000, but not \$5,000, the mandatory distributions automatically rolled over to an individual retirement account, unless the participant elected otherwise.

In the event of a hardship, as defined by the Plan, participants could withdraw an amount not to exceed the total of all their vested balances as provided for by the Plan.

Administrative Expenses. Expenses of the Plan could be paid by the Company or from the assets of the Plan provided that such payment is consistent with ERISA.

Forfeited Accounts. Forfeitures were used to pay administrative expenses. At June 30, 2011, December 31, 2010, and December 31, 2009, forfeited, nonvested accounts totaled \$0 and \$47,956, and \$30,744 respectively. In 2011 and 2010, forfeited accounts used to pay administrative expenses totaled \$40,220 and \$20,412, respectively.

B. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan are prepared under the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Reclassifications. Certain prior year amounts in the financial statements have been reclassified to conform to the current year presentation.

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, liabilities and changes therein, and disclosure of contingent assets and liabilities. Prior to the Plan Merger, actual results could differ from those estimates.

Risks and Uncertainties. Prior to the Plan Merger, the Plan's investments were mutual funds. Mutual funds invest in various types of investment securities and in various companies within various markets. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level

Notes to Financial Statements (Continued)

of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities could have occurred in the near term and that such changes could have materially affected participants' account balances and the amounts reported in the financial statements.

Notes Receivable from Participants. Prior to the Plan Merger, notes receivable from participants represented participant loans that were recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants was recorded when it was earned. Related fees were recorded as administrative expenses and were expensed when they were incurred. No allowance for credit losses had been recorded as of December 31, 2010 or 2009. If a participant ceased to make loan repayments and the plan administrator deemed the participant loan to be a distribution, the participant loan balance was reduced and a benefit payment was recorded.

Investment Valuation and Income Recognition. Prior to the Plan Merger, the Plan's investments were stated at fair value. The fair value of a financial instrument is the amount that would have been received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

Purchases and sales of securities were recorded on a trade-date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date. Net appreciation in the fair value of investments included both realized and unrealized gains and losses on investments.

Management fees and operating expenses charged to the Plan for investments in the mutual funds were deducted from income earned on a daily basis and were not separately reflected. Consequently, management fees and operating expenses were reflected as a reduction of investment return for such investments.

Payment of Benefits. Benefit distributions to participants were recorded when paid by the Plan.

New Accounting Pronouncements. In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, ("ASU 2010-06"). ASU 2010-06 amended ASC 820-10, *Fair Value Measurements and Disclosures* ("ASU 820-10"), to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan's net assets available for benefits or its changes in net assets available for benefits.

Notes to Financial Statements (Continued)

In September 2010, the FASB issued Accounting Standards Update 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, ("ASU 2010-25"). ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of the participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

C. FAIR VALUE MEASUREMENTS

ASC 820-10 established a fair value hierarchy that prioritized 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 inputs (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest 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 at fair value.

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

Notes to Financial Statements (Continued)

Common/collective trusts: The Plan's interest in a common/collective trust was stated at fair value and are valued at the net asset value as reported by the common/collective trust on the valuation date as determined by the fair value of the underlying investments and reported by the trust.

The following tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009. There were no level 3 investments.

<u>December 31, 2010</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds:			
Money market fund	\$ 4,386,475	\$ -	\$ 4,386,475
Domestic stock funds	31,043,458		31,043,458
International stock funds	11,008,153		11,008,153
Balanced funds	6,591,294		6,591,294
Bond fund	<u>6,109,434</u>	<u>-</u>	<u>6,109,434</u>
Total	<u>\$ 59,138,814</u>	<u>\$ -</u>	<u>\$ 59,138,814</u>

<u>December 31, 2009</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds:			
Foreign large blend fund	\$ 6,053,168	\$ -	\$ 6,053,168
Intermediate-term bond fund	1,360	-	1,360
Large growth fund	5,366,092	-	5,366,092
Target date funds	41,541	-	41,541
Mid-cap value fund	1,934,931	-	1,934,931
Retirement income fund	<u>2,762</u>	<u>-</u>	<u>2,762</u>
Total mutual funds	<u>13,399,854</u>	<u>-</u>	<u>13,399,854</u>
Common/collective trust	<u>-</u>	<u>3,931,718</u>	<u>3,931,718</u>
Total	<u>\$ 13,399,854</u>	<u>\$ 3,931,718</u>	<u>\$ 17,331,572</u>

Notes to Financial Statements (Continued)

D. INVESTMENTS

The following presents investments that represented five percent or more of the Plan's net assets. All investments were participant directed.

	December 31,	
	2010	2009
American Funds Growth Fund of America	\$ 8,009,900	\$ 5,366,092
American Funds EuroPacific A Fund	6,243,257	6,053,168
Vanguard Total Bond Market Index Fund	6,109,434	*
Vanguard Windsor II Fund	5,311,809	*
T. Rowe Price Emerging Market Fund	4,764,896	*
Vanguard Mid-Cap Growth Fund	4,737,258	*
Vanguard Prime Money Market	4,386,475	*
Vanguard 500 Index Fund	4,010,238	*
T. Rowe Price Sml Cap Value Fund	3,524,664	*
ABN AMRO Income Plus D Fund	*	4,016,060

* Below 5% of net assets

E. INFORMATION CERTIFIED BY TRUSTEES

The following is a summary of the unaudited information regarding the Plan as of June 30, 2011, December 31, 2010 and 2009, and for the period January 1, 2011 to June 30, 2011 and for the year ended December 31, 2010, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Vanguard and Principal, the trustees of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustees that such information is complete and accurate.

	2011	2010	2009
Statements of net assets available for benefits:			
Investments, at fair value	\$ -	\$ 59,138,814	\$ 13,399,854
Investments, at contract value	-	-	4,016,060
Statement of changes in net assets available for benefits:			
Interest and dividends	233,535	913,742	
Net appreciation in fair value of mutual funds	2,689,188	5,686,961	

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year).

F. INCOME TAX STATUS

Effective January 1, 2010, the Plan used a prototype plan document sponsored by Vanguard. The prototype plan document received an opinion letter from the Internal Revenue Service ("IRS"), dated March 31, 2008, which stated that the prototype document satisfies the applicable provisions of the IRC. Prior to January 1, 2010 the Plan used an individually designed plan document. The Plan itself has not received a

Notes to Financial Statements (Continued)

determination letter from the IRS. However, Plan's management believes that the Plan is currently designed and was operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax was included in the Plan's financial statements.

G. PARTY-IN-INTEREST TRANSACTIONS

Prior to the Plan Merger, certain plan investments were shares of mutual funds and a common/collective trust managed by the trustees of the Plan. These transactions qualify as party-in-interest transactions. The trustees receive administrative fees from the Plan. The fees received from the Plan were \$20,004 and \$39,155 for 2011 and 2010, respectively.

H. CASH

Effective January 1, 2010 the plan transferred its assets from Principal to Vanguard. Cash reflects investments that were liquidated on December 31, 2009 and reinvested by Vanguard on January 4, 2010.

I. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

Net assets available for benefits per the financial statements	\$ 50,910,899
Adjustment from contract value to fair value for interest in common/collective trusts relating to fully benefit-responsive investment contracts	<u>(84,342)</u>
Net assets per Form 5500	<u>\$ 50,826,557</u>

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

Net increase per the financial statements	\$ 8,735,097
Adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit responsive investment contracts	<u>(84,342)</u>
Net Income per Form 5500	<u>\$ 8,650,755</u>

J. SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 16, 2012, which is the date the financial statements were available to be issued, and has determined that there are no subsequent events that require disclosure under the *Subsequent Events* topic of the ASC 855.

SUPPLEMENTAL SCHEDULE

Ventyx Inc. Retirement Plan

Form 5500, Schedule H, Part IV, Line 4i
Plan Sponsor's EIN: 94-3273443
Plan Number: 001

Schedule of Assets (Held at End of Year) As of December 31, 2010

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	American Funds Growth Fund of America	Registered Investment Company	**	\$ 8,009,900
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	T. Rowe Price New Horizons Fund	Registered Investment Company	**	2,685,003
	Goldman Sachs Mid-Cap Value Fund	Registered Investment Company	**	2,447,467
*	Vanguard Wellington Fund	Registered Investment Company	**	1,999,593
*	Vanguard Target Retirement 2040 Fund	Registered Investment Company	**	1,334,791
*	Vanguard Target Retirement 2020 Fund	Registered Investment Company	**	929,120
*	Vanguard Target Retirement 2030 Fund	Registered Investment Company	**	852,765
*	Vanguard Target Retirement 2025 Fund	Registered Investment Company	**	587,468
*	Vanguard Small-Cap Index fund	Registered Investment Company	**	317,119
*	Vanguard Target Retirement 2035 fund	Registered Investment Company	**	215,850
*	Vanguard Target Retirement 2050 Fund	Registered Investment Company	**	198,617
*	Vanguard Target Retirement Fund	Registered Investment Company	**	173,309
*	Vanguard Target Retirement 2010 Fund	Registered Investment Company	**	172,042
*	Vanguard Target Retirement 2045 Fund	Registered Investment Company	**	87,309
*	Vanguard Target Retirement 2015 Fund	Registered Investment Company	**	38,845
*	Vanguard Target Retirement 2005 Fund	Registered Investment Company	**	1,585
*	Participant loans	Rates range from 3.25% to 9.50% with various maturities	0	507,182
	TOTAL			<u>\$ 59,645,996</u>

* Party in Interest

** Participant directed, therefore cost not required