Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1993

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

2900 MAIN ST.
ALAMEDA, CA 94501

2b Employer Identification Number (EIN)
94-3129531

2c Sponsor's telephone number
510-337-9122

2d Business code (see instructions)
488300

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.	04/30/2012	RICHARD SPROUL
	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")
BAY SHIP AND YACHT CO.

2900 MAIN ST.
ALAMEDA, CA 94501

3b Administrator's EIN
94-3129531

3c Administrator's telephone number
510-337-9122

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**	348
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**	278
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	79
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	360
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	360
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	328
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	46
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 2E 2A 2J 2K 2F 2G

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
BAY SHIP AND YACHT CO.

D Employer Identification Number (EIN)
94-3129531

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
GREAT WEST LIFE AND ANNUITY

(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
84-0467907	68322	384011-01	328	01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
2900	0

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

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

LINCOLN FINANCIAL SECURITIES
10 OAKRIDGE LN
DANVILLE, CA 94506

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2900			3

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

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

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

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

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	(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	1309248
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

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 ▶

b	Balance at the end of the previous year			7b	1109788
c	Additions: (1) Contributions deposited during the year	7c(1)	65064		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	29116		
	(4) Transferred from separate account	7c(4)	171935		
	(5) Other (specify below)	7c(5)	44068		
	▶ LOAN PAYMENTS				
	(6) Total additions			7c(6)	310183
d	Total of balance and additions (add **b** and **c(6)**)			7d	1419971
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	94419		
	(2) Administration charge made by carrier	7e(2)	1870		
	(3) Transferred to separate account	7e(3)	14434		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	110723
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1309248

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAY SHIP AND YACHT CO.

D Employer Identification Number (EIN)
94-3129531

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	18641	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CRAWFORD, PIMENTAL & CO. INC.

2150 TRADE ZONE BLVD. #200
SAN JOSE, CA 95131

(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?
10	AUDITOR	27433	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GREAT-WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	7842	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

LINCOLN FINANCIAL SECURITIES

1 GRANITE PL
CONCORD, NH 03301

(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?
55	BROKER/ADVISER	0	Yes [X] No [ ]	Yes [X] No [ ]	22187	Yes [ ] No [X]

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

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

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

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

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
LINCOLN FINANCIAL SECURITIES	55	22187
(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.	
GREAT WEST LIFE AND ANNUITY COMPANY 84-0467907	OTHER COMMISSIONS	

(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

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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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAY SHIP AND YACHT CO.

D Employer Identification Number (EIN)
94-3129531

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	953749	854533
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8957718	10015429
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1109788	1309248
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	11021255	12179210
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11021255	12179210

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)	401929	
(B) Participants	2a(1)(B)	600424	
(C) Others (including rollovers)	2a(1)(C)	6035	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1008388
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	42923	
(F) Other	2b(1)(F)	29116	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		72039
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	213249	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		213249
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
	(B) Other	2b(5)(B)	0	
	(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)		0
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1044380
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		2338056
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1126185	
	(2) To insurance carriers for the provision of benefits	2e(2)	0	
	(3) Other	2e(3)	0	
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1126185
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		0
h	Interest expense	2h		0
i	Administrative expenses: (1) Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	53916	
	(3) Investment advisory and management fees	2i(3)	0	
	(4) Other	2i(4)	0	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		53916
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1180101
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		1157955
l	Transfers of assets:			
	(1) To this plan	2l(1)		0
	(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CRAWFORD, PIMENTEL & CO., INC. **(2)** EIN: 77-0117032

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)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAY SHIP AND YACHT CO.

D Employer Identification Number (EIN)
94-3129531

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 84-1455663

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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):

---

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):

Crawford, Pimentel & Co., Inc.
Certified Public Accountants
2150 Trade Zone Boulevard, Suite 200
San Jose, California 95131

David J. Buchanan
Director

August 4, 2011

CONFIDENTIAL

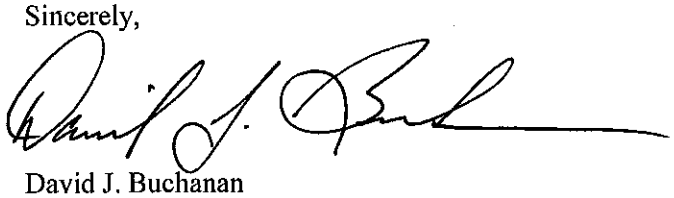
Richard Sproul
Bay Ship and Yacht Company
2900 Main St
Alameda CA 94501

Re: Bay Ship and Yacht Company 401(k) Profit Sharing Plan

Dear Richard:

Enclosed are one unbound and two bound copies of the audited financial statements for the Bay Ship and Yacht Company 401(k) Profit Sharing Plan for the years ended December 31, 2010 and 2009.

Sincerely,



David J. Buchanan
Director

JAL:cl

Enclosures

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Phone (408) 942-6888 Ext. 315
www.CrawfordPimentel.com

Fax (408) 942-0194
dave_buchanan@cpconet.com

FINANCIAL STATEMENTS

BAY SHIP AND YACHT CO.
401(k) PROFIT SHARING PLAN

Alameda, California

December 31, 2010 and 2009

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Crawford, Pimentel & Co., Inc.
Certified Public Accountants
2150 Trade Zone Boulevard, Suite 200
San Jose, California 95131

INDEPENDENT AUDITORS' REPORT

To the Trustees of
Bay Ship and Yacht Co. 401(k) Profit Sharing Plan
Alameda, California

We were engaged to audit the accompanying statements of net assets available for benefits of the Bay Ship and Yacht Co. 401(k) Profit Sharing Plan ("the Plan") as of December 31, 2010 and 2009, the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedule as of December 31, 2010 as listed in the accompanying index. These financial statements and 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 G, which was certified by Great-West Life & Annuity Insurance Company, the Custodian 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 the Custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Custodian as of and for the years ended December 31, 2010 and 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crawford, Pimentel & Co., Inc.

July 12, 2011

BAY SHIP AND YACHT CO. 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at fair value:		
Investments	$ 10,015,429	$ 8,957,718
Investments, at contract value:		
Guaranteed certificate fund	1,309,248	1,109,788
Total investments	11,324,677	10,067,506
Receivables:		
Employer nonelective discretionary contribution	250,000	-
Notes receivable from participants	814,418	953,749
Net assets available for benefits	$ 12,389,095	$ 11,021,255

See the notes to financial statements.

BAY SHIP AND YACHT CO. 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2010

ADDITIONS	
Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value	$ 1,044,380
Interest income on participant loans	42,923
Dividend income	213,249
Interest credited on guaranteed investment contract	29,116
	1,329,668
Contributions:	
Participants	600,424
Employer	651,929
Rollovers	6,035
	1,258,388
Total additions	2,588,056
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid to participants	1,096,386
Distributed loans	69,914
Administrative fees	53,916
Total deductions	1,220,216
Net increase in net assets	1,367,840
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	11,021,255
End of year	$ 12,389,095

See the notes to financial statements.

Note A – Summary of Significant Accounting Policies

Basis of Accounting and Accounting Period

The accounting records of the Bay Ship and Yacht Co. 401(k) Profit Sharing Plan (the Plan) are maintained on the accrual basis.

Valuation of Investments

As of September 1, 2002, the assets of the Plan are invested in a group annuity contract with Great-West Life & Annuity Insurance Company (Great-West). Investment options provided by the contract include a guaranteed certificate fund and 40 equity based separate accounts. The investments are stated at their reported value as represented by Great-West. The guaranteed insurance contracts are valued based on the cumulative amount of contributions to the contract, plus interest at the guaranteed investment rate, less withdrawals from the contracts. The guaranteed insurance contracts are backed by the general assets of Great-West.

The following represents ratings of Great-West's financial strength/claims paying ability as represented by various insurance rating services in effect since July 10, 2003.

Service	Rating	Rating Description
A.M. Best	A+	Superior (highest of 10 categories)
Fitch Ratings	AA+	Very Strong (second highest of 9 categories)
Moody's	Aa3	Excellent (second highest of 9 categories)
Standard & Poor's	AA	Very Strong (second highest of 9 categories)

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The average effective yield, which is equal to the crediting interest rate, was approximately 2.43% for the year ended December 31, 2010. The crediting interest rate is based on an agreed-upon formula with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

If the Great-West group annuity contract is terminated and the Plan elects to receive the balance of the Great-West guaranteed account in a lump sum, the Great-West guaranteed account is subject to a market value adjustment. The market value adjustment is dependent on the current U.S. Treasury rate.

No withdrawals have been subject to a contract surrender fee for the year ended December 31, 2010.

In addition, the Plan allows participant loans.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes to financial statements. Actual results could differ from those estimates.

Note A – Summary of Significant Accounting Policies (Continued)

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2010-6 which expanded the required disclosures about fair value measurements. In particular, this guidance requires information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for level 3 fair value measurements. This guidance is effective for annual reporting periods beginning after December 15, 2010. The Company is currently evaluating the impact that this guidance will have on the Plan's financial statement disclosures.

In September 2010, FASB issued an amendment, *Plan Accounting – Defined Contribution Pension Plans* (Topic 962): *Reporting Loans to Participants by Defined Contributions Pension Plans* (ASU 2010-25), which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This amendment was effective for periods ending after December 15, 2010 and requires retrospective application to all periods presented.

The Plan adopted the amendment for the year ended December 31, 2010 and has restated the financial statements for 2009 to reflect the retrospective application. There was no impact to the net assets as of December 31, 2010 and 2009 as a result of the adoption.

Subsequent Events

The Plan has evaluated subsequent events through July 12, 2011, the date the financial statements were available for issuance.

Note B – Description of the Plan

The following description of the Plan provides only general information. Interested persons should refer to the Plan document or the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan was established on October 1, 1993 and was restated effective January 1, 2002. The Plan has been amended numerous times since it has been established. The purposes of the Plan amendments were to comply with tax law changes and to make changes in the Plan's design.

Note B – Description of the Plan (Continued)

General (continued)

The Plan allows employees (other than excluded employees) to participate in the Plan upon employment. For the nonelective discretionary employer contribution and the employer matching contribution portions of the Plan, employees are eligible to participate beginning on the first quarterly entry date following one year of employment. An employee is an excluded employee if he or she is an employee covered by collective bargaining, a nonresident alien who receives no United States source income, or an employee of one of the employer's related group of companies who is not participating in this Plan.

The Plan provides assistance toward meeting an eligible employee's retirement needs by 1) allowing Bay Ship and Yacht Co. (the Company) to make discretionary contributions, 2) allowing eligible employees to defer a portion of their compensation, and 3) allowing the Company to make matching contributions to the Plan equal to 100 percent of employee salary deferrals up to $1,000. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent laws.

Nonelective Discretionary and Employer Matching Contributions

Nonelective discretionary Company contributions, as determined by the Board of Directors on a year-to-year basis, are accrued in the Plan financial statements once declared by the Board of Directors. Discretionary contributions are allocated among eligible plan participants, generally in proportion to each eligible participant's eligible compensation for that plan year. For the plan year ended December 31, 2010, the Company paid $247,645 and accrued nonelective discretionary contributions of $250,000 to the Plan.

Generally, plan participants eligible to receive an allocation of the Company's nonelective contribution include employees who have completed at least one year of employment and 1,000 hours of service during the plan year and are employed on December 31, and participants who terminated employment with the Company because of death, disability, or reaching the normal retirement age of 65 during such plan year, regardless of such participant's hours of service during the year.

Nonelective discretionary contributions and employer matching contributions vest over six years. A year of vesting occurs when 1,000 hours of service during a plan year is completed. Full and immediate vesting occurs upon retirement, death, or total disability. Nonvested account balances for participants who terminate employment are forfeited. These forfeitures are used to pay administrative expenses, reduce Company matching contributions, or reduce Company nonelective discretionary contributions.

Employer matching contributions to the Plan are intended to qualify under Section 401(m) and related provisions of the Internal Revenue Code.

For the plan year ended December 31, 2010, the Company paid $154,284 of matching contributions.

Note B – Description of the Plan (Continued)

Nonelective Discretionary and Employer Matching Contributions (continued)

Effective August 5, 2002, a participant's nonforfeitable percentage of his matching and nonelective discretionary contribution accounts equal the percentage in the following vesting schedule:

Years of Service with the Company	Percent of Nonforfeitable Accrued Benefit
Less than 2	None
2	20%
3	40%
4	60%
5	80%
6 or more	100%

All nonelective discretionary and matching contributions are invested as directed by participants among investment vehicles which are preselected by the Trustees of the Plan. Distributions of vested balances are made upon employee termination or retirement by a participant. In the case of a participant's death, distribution is made to the designated beneficiary.

Employee Deferral Contributions

Employee deferral contributions to the Plan are intended to qualify under Section 401(k) and related provisions of the Internal Revenue Code.

Eligible participants may elect to contribute up to 100% of their eligible compensation, but not to exceed statutory limits, to the Plan through payroll deductions. Participants are able to change their rate of contributions quarterly.

Participants direct the investment of their employee deferral contributions among the available investment vehicles. All employee deferral contributions are fully vested when contributed.

Forfeitures

For the year ended December 31, 2010, $27,433 of forfeitures was used to pay administrative expenses of the Plan.

At December 31, 2010 and 2009, the unused forfeited nonvested profit sharing and employer matching account totaled $63,210 and $67,142, respectively. Forfeited nonvested profit sharing and matching funds will be used to pay administrative expenses of the Plan and/or reduce future Company elective discretionary contributions and matching contributions.

Note B – Description of the Plan (Continued)

Payment of Benefits

Upon a participant's termination of employment, death, or disability, the participant (or the participant's beneficiary in the event of death) may elect to receive either a lump sum distribution equal to the value of his or her account, equal installment payments over the period of the life expectancy of the participant or the life expectancy of the participant and a designated beneficiary, or direct trustee to trustee rollovers. Vested account balances with a value below $5,000 are required to be distributed in a lump sum. No amounts were payable to terminated participants who had requested distributions at December 31, 2010 or December 31, 2009.

Additionally, the Plan allows participants to make withdrawals on account of financial hardship for selected purposes.

Participant Loans Receivable

Participants may borrow against their vested balances for any reason. The loan provisions are structured to allow access to vested balances without incurring distribution penalties. The loan amount, length of loan, repayment terms, and interest rates are limited by statutory restrictions incorporated in the Internal Revenue Code and related regulations.

Plan Administration

The Trustee of the Plan is Orchard Trust Company. In addition, certain administrative services were provided by Great-West.

Note C – Investments

The following presents investments at December 31, 2010 and 2009 that represent 5% or more of the Plan's net assets.

	2010	2009
American Funds Capital World G/I R3, 26,020 and 23,998 shares, respectively	$ 924,760	$ 813,779
American Funds Europacific Growth R3, 30,035 and 30,888 shares, respectively	$ 1,220,341	$ 1,163,876
Guaranteed Portfolio Fund, 1,303,074 and 1,099,313 shares, respectively	$ 1,303,074	$ 1,099,313
Maxim S&P 500 Index, 57,959 and 70,273 shares, respectively	$ 661,313	$ 711,870

Note C – Investments (Continued)

	2010	2009
Maxim T. Rowe Price Mid-Cap Growth, 44,014 and 37,402 shares, respectively	$ 805,898	$ 559,153
Perkins Mid Cap Value S, 32,046 and 32,877 shares, respectively	$ 722,312	$ 650,644
PIMCO Total Return Admin, 52,798 shares	$ *	$ 570,217
Wells Fargo Adv Small Cap Value A, 34,541 and 27,998 shares, respectively	$ 1,106,685	$ 756,226
Participant loans	$ 856,426	$ 953,749

* Denotes less than 5%

During the year ended December 31, 2010, the Plan's mutual fund investments (including dividends, unrealized and realized gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,044,380.

Note D – Fair Value Measurements

Accounting Standards Codification (ASC) 820

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the 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 FASB ASC 820 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.

Note D – Fair Value Measurements (Continued)

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

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

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, 2010 and 2009.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (See Note A).

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, while 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset Allocation	$ 940,854	-	-	$ 940,854
Bond Funds	1,308,724	-	-	1,308,724
International Funds	2,459,967	-	-	2,459,967
Large Cap Funds	1,737,060	-	-	1,737,060
Mid Cap Funds	1,528,210	-	-	1,528,210
Small Cap Funds	1,830,084	-	-	1,830,084
Specialty	210,530	-	-	210,530
Total mutual funds	10,015,429	-	-	10,015,429
Guaranteed investment contract	-	$ 1,309,248	-	1,309,248
Total assets at fair value	$ 10,015,429	$ 1,309,248	$ -	$ 11,324,677

Note D – Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset Allocation	$ 896,224	-	-	$ 896,224
International Funds	2,325,822	-	-	2,325,822
Specialty	184,796	-	-	184,796
Small Cap Funds	1,364,501	-	-	1,364,501
Mid Cap Funds	1,209,797	-	-	1,209,797
Large Cap Funds	1,618,027	-	-	1,618,027
Bond Funds	1,358,551	-	-	1,358,551
Total mutual funds	8,957,718	-	-	8,957,718
Guaranteed investment contract	-	$ 1,109,788	-	1,109,788
Total assets at fair value	$ 8,957,718	$ 1,109,788	$ -	$ 10,067,506

Note E – Income Tax Status

The Plan has been amended since receiving its latest favorable determination letter dated November 27, 2001. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

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

Note F – Termination

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time. In the event of termination, the full value of each participant's account shall be 100% vested on the date of such termination.

Note G – Information Certified by the Plan's Custodian/Trustee

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Great-West, except for comparing such information certified by Great-West to information included in the Plan's financial statements and supplemental schedule of assets held for investment purposes at end of years:

	December 31,	
	2010	2009
Investments	$ 10,015,429	$ 8,957,718
Guaranteed investment contracts	$ 1,309,248	$ 1,109,788
Net investment income	$ 1,329,668	$ 2,371,813
Participant loans	$ 814,418	$ 953,749

Note H – Party-In-Interest Transaction

For the plan year ended December 31, 2010, administrative expenses of $53,916 were paid by the Plan. Administrative expenses consisted of fees to a third party administrator, participant loan fees, and annual auditing fees. Administrative fees for loan processing and distributions in the amount of $7,080 were paid by Plan participants.

The Plan invests in mutual funds managed by Great-West, the administrator and custodian. Additionally, Great-West owns 100% of Orchard Trust Company, the Trustee of the Plan. Other than as described above, the Plan has no agreements or transactions with any party-in-interest.

Note I – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2010	2009
Net assets available for benefits per the financial statements	$ 12,389,095	$ 11,021,255
Employer contributions receivable	(250,000)	-
Net assets available for benefits per the Form 5500	$ 12,139,095	$ 11,021,255

Note I – Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of employer contributions per the financial statements for the year ended December 31, 2010 to the Form 5500:

	2010
Employer contributions per the financial statements	$ 651,929
Less: Employer contributions received after December 31, 2010	(250,000)
Employer contributions per Form 5500	$ 401,929

SUPPLEMENTARY INFORMATION

BAY SHIP AND YACHT CO. 401(K) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
December 31, 2010

Attachment to Item 4(i) of Schedule H (Form 5500)

EIN: 94-3129531 PN: 001

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	American Century Equity Income - A	Mutual Fund	**	$ 70,210
	American Funds Capital World G/I R3	Mutual Fund	**	924,760
	American Funds Fundamental Inv R3	Mutual Fund	**	17,898
	American Funds Growth Fund of Amer R3	Mutual Fund	**	238,938
	American Funds Europacific Growth - R3	Mutual Fund	**	1,220,341
	Baron Small Cap Fund	Mutual Fund	**	302,642
	Columbia Small Cap Value I Fund A	Mutual Fund	**	9,909
	First Eagle Gold A	Mutual Fund	**	2,424
	Guaranteed Certificate Fund	Maturity ranging from 3/31/11 to 9/30/12 interest rates ranging from 1.75% to 2.05%	**	5,652
	Guaranteed Portfolio Fund	Money market Fund, interest rate @ 2.4%	**	1,303,074
	INVESCO Energy, Inv	Mutual Fund	**	40,300
	INVESCO Real Estate A	Mutual Fund	**	157,747
	Ivy Science & Technology Y	Mutual Fund	**	10,059
	Janus Forty Class S	Mutual Fund	**	149,955
	Marsico Focus	Mutual Fund	**	280,830
	Maxim Aggressive Profile II	Mutual Fund	**	344,528
	Maxim Bond Index	Mutual Fund	**	443,248
	Maxim Conservative Profile II	Mutual Fund	**	222,051
	Maxim Index 600	Mutual Fund	**	410,848
	Maxim Loomis Sayles Bond Portfolio	Mutual Fund	**	121,114
	Maxim Moderate Profile II	Mutual Fund	**	374,797
	Maxim S&P 500 Index ®	Mutual Fund	**	661,313
	Maxim T. Rowe Price Equity Income	Mutual Fund	**	317,685
	Maxim T. Rowe Price Mid-Cap Growth	Mutual Fund	**	805,898
	Maxim US Government Securities Fund	Mutual Fund	**	195,370
	MFS Value Fund - A	Mutual Fund	**	231
	Oppenheimer Developing Market, A	Mutual Fund	**	314,866
	Perkins Mid Cap Value - S	Mutual Fund	**	722,312
	PIMCO Total Return Admin	Mutual Fund	**	518,677
	Wells Fargo Adv Small Cap Value A	Mutual Fund	**	1,106,685
	Wells Fargo Adv Total Return Bond Admin	Mutual Fund	**	30,315
*	Participant Loans	Terms ranging from 1 to 15 years through 2024 Interest rates ranging from 4.25% - 9.5%		814,418
	TOTAL			12,139,095

* Denotes party-in-interest

** Cost omitted for participant – directed investment

See the notes to the financial statements.

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN **EIN:** 94-3129531
Plan Sponsor's Name BAY SHIP AND YACHT CO. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MAXIM CONSERVATIVE PROFILE II	N/A	161,106	158,841
	MAXIM MODERATE PROFILE II	N/A	392,587	374,797
	MAXIM AGGRESSIVE PROFILE II	N/A	370,330	344,528
	AMERICAN FUNDS CAPITAL WORLD G/I R3	N/A	864,084	924,760
	AMERICAN FUNDS EUROPACIFIC GROWTH	N/A -	1,083,801	1,220,341
	OPPENHEIMER DEVELOPING MARKETS A	N/A	252,790	314,866
	FIRST EAGLE GOLD A	N/A	1,933	2,424

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN **EIN:** 94-3129531
Plan Sponsor's Name BAY SHIP AND YACHT CO. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	INVESCO ENERGY, INV	N/A	30,592	40,300
	INVESCO REAL ESTATE A	N/A	160,431	157,747
	IVY SCIENCE AND TECHNOLOGY Y	N/A	9,188	10,059
	BARON SMALL CAP FUND	N/A	243,565	302,642
	COLUMBIA SMALL CAP VALUE I FUND A	N/A	9,996	9,909
	MAXIM INDEX 600	N/A	357,354	410,848
	WELLS FARGO ADV SMALL CAP VALUE A	N/A	936,441	1,106,685

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN **EIN:** 94-3129531
Plan Sponsor's Name BAY SHIP AND YACHT CO. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MAXIM T. ROWE PRICE MID-CAP GROWTH	N/A	575,086	805,898
	PERKINS MID CAP VALUE - S	N/A	609,314	722,312
	AMERICAN CENTURY EQUITY INCOME - A	N/A	57,830	70,210
	AMERICAN FUNDS FUNDAMENTAL INV R3	N/A	13,781	17,898
	AMERICAN FUNDS GROWTH FUND OF AMER	N/A	239,780	238,938
	JANUS FORTY CLASS S	N/A	120,555	149,955
	MARSICO FOCUS	N/A	245,386	280,830

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN **EIN:** 94-3129531
Plan Sponsor's Name BAY SHIP AND YACHT CO. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MAXIM S AND P 500 INDEX	N/A	598,572	661,313
	MAXIM T. ROWE PRICE EQUITY INCOME	N/A	312,105	317,685
	MFS VALUE FUND - A	N/A	218	231
	MAXIM BOND INDEX	N/A	439,932	443,248
	MAXIM LOOMIS SAYLES BOND PORTFOLIO	N/A	117,172	121,114
	MAXIM US GOVERNMENT SECURITIES FUND	N/A	190,840	195,370
	PIMCO TOTAL RETURN ADMIN	N/A	504,795	518,677

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN **EIN:** 94-3129531
Plan Sponsor's Name BAY SHIP AND YACHT CO. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	WELLS FARGO ADV TOTAL RETURN BOND	N/A A	30,580	30,315
	GUARANTEED CERTIFICATE FUND	N/A Maturity Date - 31-MAR-2011	3,616	4,081
	GUARANTEED CERTIFICATE FUND	N/A Maturity Date - 30-JUN-2011	690	775
	GUARANTEED CERTIFICATE FUND	N/A Maturity Date - 30-SEP-2011	178	198
	GUARANTEED CERTIFICATE FUND	N/A Maturity Date - 31-DEC-2011	357	399
	GUARANTEED CERTIFICATE FUND	N/A Maturity Date - 31-MAR-2012	97	109
	GUARANTEED CERTIFICATE FUND	N/A Maturity Date - 30-JUN-2012	79	88

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BAY SHIP & YACHT COMPANY 401(K) PROFIT SHARING PLAN **EIN:** 94-3129531
Plan Sponsor's Name BAY SHIP AND YACHT CO. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	GUARANTEED CERTIFICATE FUND	N/A Maturity Date - 30-SEP-2012	1	1
	GUARANTEED PORTFOLIO FUND	N/A	1,147,419	1,303,074
	PARTICIPANT LOANS	Interest Rate - 4.250-9.500 Maturity Date - VARIOUS	855,562	856,426
	FORFEITURES	N/A	59,881	63,210