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
HUMPHREYS & PARTNERS ARCHITECTS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1999

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

5339 ALPHA ROAD
SUITE 300
DALLAS, TX 75240

2b Employer Identification Number (EIN)
75-2378544

2c Sponsor's telephone number
972-701-9636

2d Business code (see instructions)
541310

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.	09/28/2012	MARK HUMPHREYS
	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")
HUMPHREYS & PARTNERS ARCHITECTS, LP

5339 ALPHA ROAD
SUITE 300
DALLAS, TX 75240

3b Administrator's EIN
75-2378544

3c Administrator's telephone number
972-701-9636

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**	121
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**	55
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	22
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	77
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	77
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	67
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 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)	X	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)	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)		___ **A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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	**B** Three-digit plan number (PN) ▶	
HUMPHREYS & PARTNERS ARCHITECTS 401(K) PLAN		001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
HUMPHREYS & PARTNERS ARCHITECTS, LP	75-2378544

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).. . . . . [X] 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

STANCORP FINANCIAL SERVICES

93-1253576

(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)

STANCORP FINANCIAL GROUP

93-1253576

(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?
12 15 18 19 59 60 63	NONE	677	Yes [X] No [ ]	Yes [ ] No [X]	1859	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STANCORP FINANCIAL GROUP	63	1497

(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 FUNDS 32 OLD SHIP NEW YORK, NY 10005	12B-1 FEES

(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

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

a	Name: MCBEE & CO.	**b** EIN:	03-0494890
c	Position: AUDITOR		
d	Address: 718 PAULUS AVENUE DALLAS, TX 75214	**e** Telephone:	214-823-3500

Explanation: NEW CPA WILL BE PERFORMING THE PLAN AUDIT FOR 2010.

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
HUMPHREYS & PARTNERS ARCHITECTS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUMPHREYS & PARTNERS ARCHITECTS, LP

D Employer Identification Number (EIN)
75-2378544

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		1272
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	29671	
(3) Other	1b(3)	1668	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	419074	269502
(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)	75332	74057
(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)	3231132	3335123
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3756877	3679954
	Liabilities			
g	Benefit claims payable	1g	2147	
h	Operating payables	1h		26374
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	58454	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	60601	26374
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3696276	3653580

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	282274	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		282274
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	12	
	(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)	785	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		797
	(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)	67851	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		67851
	(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)	267544	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		267544
(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)		3332
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		621798
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	637443	
(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)		637443
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)	677	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	26374	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		27051
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		664494
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-42696
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: JAMES MILLER, CPA, PC (2) EIN: 27-1127796

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		108175
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
HUMPHREYS & PARTNERS ARCHITECTS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUMPHREYS & PARTNERS ARCHITECTS, LP

D Employer Identification Number (EIN)
75-2378544

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): 74-3244852 58-1428634

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):

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN

FINANCIAL STATEMENTS
AND INDEPENDENT AUDITOR'S REPORT

YEARS ENDED DECEMBER 31, 2010 AND 2009

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator of
Humphreys & Partners Architects 401(k) Plan

We were engaged to audit the financial statements and supplemental schedule of the Humphreys & Partners Architects 401(k) Plan (the Plan") as of December 31, 2010 and 2009 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 MG Trust and Reliance Trust Corporation, the custodians of the plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Reliance Trust Corporation held the Plan's investment assets and executed investment transactions from September 1, 2011 to December 31, 2011, and that MG Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2009, and for the period from January 1, 2010 to August 31, 2010. The Plan administrator has obtained a certification from the Custodians as of and for the year ended December 31, 2010 and 2009, that the investment information provided to the Plan administrator by the Trustee 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 the 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 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.

James Miller, CPA, PC

Waco, Texas
September 13, 2012

400 Austin Avenue, Suite 102; Waco, Texas 76701 • 254.732.7150 • Fax 254.732.7154 • Mobile 254.715.9328

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2010 and 2009

	2010	2009 (restated)
Assets:		
Participant-directed investments, at fair value (for 2010 see Notes B, C and D)	$3,336,395	$3,231,132
Interest bearing cash	269,502	419,074
	3,605,897	3,650,206
Receivable:		
Employees	0	31,339
Employer (for 2010 and 2009 see Note L)	undetermined	undetermined
Participant Loans	74,057	75,332
	74,057	106,671
Total assets	3,679,954	3,756,877
Liabilities:		
Benefit claims payable	0	2,147
Other liabilities	26,374	58,454
	26,374	60,601
Net assets available for benefits	$3,653,580	$3,696,276

The accompanying notes are an integral part of these financial statements

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the year ended December 31, 2010

	2010	2009
Additions		
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation/(depreciation) in fair value of investments	$241,521	$689,330
Interest and dividends (including loan interest)	68,648	2,452
Realized gain/(loss)	3,332	74,567
	313,501	766,349
Contribution		
Participants	282,274	318,836
Employer	0	0
Rollovers	0	0
Total Contributions	282,274	318,836
TOTAL ADDITIONS	595,775	1,085,185
Deductions		
Deductions from net assets attributed to:		
Benefits paid to Participants	637,443	313,960
Fees paid from trust assets	27,051	
TOTAL DEDUCTIONS	664,494	313,960
NET INCREASE (DECREASE)	(68,719)	771,225
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of the year	3,722,299	2,951,074
End of year	$3,653,580	$3,722,299

The accompanying notes are an integral part of these financial statements

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

Note A - Description of the Plan

The following description of the Humphreys & Partners Architects (the "Company") 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established effective April 1, 1999 as a defined contribution plan for the benefit of eligible employees of Humphreys & Partners Architects, LP, Atticus, Inc. and HP Design. The Plan is subject to the provisions of the Employee Income Security Act of 1974 ("ERISA").

Administration

The Company has appointed MG Trust to act as Trustee ("Trustee") and Custodian of the Plan. July Business Services, Inc. has been appointed as recordkeeper and Third Party Administrator ("TPA") of the Plan.

Eligibility

All full-time employees of the Company are generally eligible to participate in the Plan after 12 months of service.

Contributions

Each year Participants may contribute a percentage of their pre-tax annual compensation not to exceed the limitation ($16,500.00 and $16,500.00 in 2010 and 2009 respectively) set forth in Section 402(g) of the Internal Revenue Code ("IRC"). Participants may not make after-tax Roth contributions. Participants who are (or will be) age 50 or older by the end of the calendar year may make pre-tax catch-up contributions that exceed the annual elective deferral limit. Participants' total catch-up contributions during 2010 and 2009 cannot exceed $5,500.00 and $5,500.00, respectively.

The Company may contribute a discretionary matching contribution. During 2010 and 2009, the Company made discretionary matching contributions $0 and $644,479, respectively.

The Plan also provides for discretionary Company profit sharing contributions. During 2010 and 2009, the Company made no discretionary employer profit sharing contributions.

Note A - Description of the Plan, continued

Participant Accounts

Each Participant's account is credited with the Participant's contributions, the Company matching contribution and an allocation of any non-elective contribution and earnings (losses) on the investments selected by the Participant. Allocations are based on Participant compensation or account balances, as defined. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested interest in his or her account.

Investment Options

Upon enrollment in the Plan, Participants may direct the investment of their contributions and the Company's contributions into various investments offered by the Plan.

Vesting

Participants are vested immediately in their elective contributions, plus any earnings on such contributions. The vesting of matching Company contributions and non-elective Company contributions plus any earnings thereon is based on years of continuous service accrued by the Participant while in covered employment. Participants become 100% vested after three years of continuous service.

Participant Loans

Participants may borrow from their accounts on a pro-rata basis from all contribution sources up to a maximum equal to the lesser of $50,000.00 or 50% of the Participant's vested account balance. Loan terms must not exceed five (5) years unless the loan is to be used in the financing of the Participant's homestead in which case the loan may be payable within ten (10) years. The loans are secured by the vested balance in the Participant's account and bear interest rates ranging from 4.25 to 7.75 percent. Principal and interest payments are made by means of payroll withholdings according to the terms of the promissory note. There are no restrictions on the number of loans a participant may have outstanding at any time.

Participant Investment Rollovers

Participants are allowed to transfer or rollover funds into the Plan from other qualified plans.

Payment of Benefits

Upon termination of employment due to death, disability, attainment of age 59 ½ or retirement a participant (or his/her designated beneficiary in the event of death) may elect to receive a lump-sum amount. For termination of employment due to other reasons, the vested interest in his or her account may be distributed as rollover to another plan, a lump-sum distribution or it may be left in the Plan if the account balance is greater than $5,000.00.

Note A - Description of the Plan, continued

Forfeited Accounts

All employer contributions credited to a Participant's account, but not vested, are forfeited by the Participant upon his/her termination from the Plan. Per the Plan document forfeitures may be used to offset future employer contributions. During the years ended December 31, 2010 and 2009, there were $26,061 and $24,990, respectively. As of December 31, 2010, there were $26,061 of forfeitures that have not yet been applied to reduce Company contributions.

Administrative Expenses

Certain expenses incurred in the administration of the Plan are paid directly by the Company.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Risk and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risk, which generally means the risk of loss in the value to certain investment securities due to changes in interest rates, commodity prices and general market conditions. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in risks in the near term could materially affect Participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Note B - Summary of Significant Accounting Policies, continued

Investment Valuation and Income Recognition

Investments in registered investment companies are stated at fair value, which is determined using quoted market prices. Investments in money market funds are valued at amortized cost, which approximates fair value. Participant loans are recorded at their outstanding balances, which approximate fair value. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation (depreciation) of investments held at the end of the year. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest is recorded on the accrual basis.

Subsequent Events

The Plan has evaluated subsequent events through September 13, 2012, the date which the financial statements were available to be issued. No events have occurred subsequent to the date of the statement of net assets available for benefits that would require adjustment to, or disclosure in, the financial statements.

Contributions

Contributions from employees and the Company are recorded in the period in which the Company makes the payroll deductions from Participant accounts.

Expenses

Plan administrative expenses are paid by the Company.

Note C - Investments

The following investments each represent five percent or more of the Plan's net assets at December 2010 and 2009:

	2010	2009
Money Market	$269,502	*
JP Morgan US Equity FD	368,858	*
T Rowe Price Retirement 2035 – Adv Fund	363,871	*
T Rowe Price Retirement 2020 – Adv Fund	203,966	*
T Rowe Price Equity Income fund Advisor	236,135	*
PIMCO Total Return Fund A	422,978	*
AM FDS Cap World Growth/Income	*	$398,779
AM FDS Europacific Growth	369,294	199,880
AM FDS Growth FD of America – R-3	*	235,898
AM FDS New World FD – R3	*	303,505
American 2020 Target Date Ret FD R3	*	329,670
American 2045 Target Date Ret FD R3	*	235,464
Total Investments	$2,234,604	$1,703,196

* Not applicable in period presented

Note C – Investments, continued

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $313,501 as follows:

Mutual Funds	$313,501
	$313,501

Note D - Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That frame work 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 as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted process 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 assets or liabilities in inactive markets;
- Inputs other than quoted process that are observable for the asset or liability; and
- 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 of liability.

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

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

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.
Mutual funds: Valued at amortized cost, which approximates fair value.

Note D – Fair Value Measurement, continued

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

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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	$3,153,880			$3,153,880
Money Market & Cash	419,074			419,074
Bonds		$77,252		77,252
Total	$3,572,954	$77,252		$3,650,209

Assets at Fair Value as of December 31, 2009 (restated)

	Level 1	Level 2	Level 3	Total
Mutual Funds	$2,568,865			$2,568,865
Money Market & Cash	238,621			238,621
Bonds		$76,493		76,493
Total	$2,807,486	$76,493	$68,887	$2,883,979

Note E – Information Certified by the Trustee (Unaudited)

At December, 2010 and 2009, the Plan's investments were held by the Trustee. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December, 31, 2010 and 2009, as reported by the Trustee is summarized as follows:

	2010	2009
Mutual Fund	$3,153,880	$2,569,865
Money Market & Cash	419,074	238,621
Bonds	77,252	76,493
Total	$3,650,206	$2,884,979

Each of the above investments represents 5% or more of the net assets of the Plan at December 31, 2010.

The following is information in the Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009:

	2010	2009
Investment Income:		
Interest and dividends	$68,648	$2,452
Investment income	3,332	74,567
Net appreciation in fair value of investments	241,521	689,330
Total investment (loss) income	$313,501	$766,349

Note F – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, Participants will become 100% vested in their accounts.

Note G – Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been made in the financial statements.

that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been made in the financial statements.

Note H – Party-in-Interest Transactions

The plan invests in Participant loans. These transactions qualify as party-in-interest transactions. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

Note I – Prohibited or Non-Exempt Transactions

During 2011, the Company failed to submit $108,175 in deferral contributions and loan repayments in a timely manner. The failure to submit employee contributions and loan repayments were in technical violation of the provisions of ERISA even though the Company did not profit from the transaction. The Plan administrator has filed under the IRS Voluntary Correction Program.

Note J – Benefit Claims Payable

At December 31, 2010 and 2009, net assets available for benefits included $0.00 and $5,060 respectively, for distributions to participants who requested a distribution from the Plan prior to the end of the Plan year.

Note K – Recent Accounting Pronouncements

In September, 2011, FASB issued Accounting Standards Update ("ASU") 2011-25. ASU 2011-25 requires that participant loans be reported as a receivable rather than an investment and that the loans be valued at their outstanding principal plus accrued unpaid interest. Although, ASU 2011-25 was adopted and retrospectively applied to prior period(s) in the Statement of Net Assets Available for Benefits by the prior year auditor, the auditor included the loans as assets for the purpose of *fair value measurement.* This report reflects retrospective presentation for the 2009 plan year with the removal of plan loans as an investment for the purpose of *fair value measurement.*

Note L– Contingencies

For the plan year ended December 31, 2008, the plan failed the Average Deferral Percentage Test. To date no corrective distributions have been made. In addition, to cure the failure of not distributing these refunds in a timely manner the plan sponsor must refund the original corrective distributions and contribute a one-to-one qualified non-elective contribution ("QNEC") to certain participants in the plan. The QNEC contribution amount has not been determined.

Note M – 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 at December 31, 2010 and December 31, 2009 to Schedule H of Form 5500:

	2010
Net assets available for benefits per the financial statements	$3,653,580
Differences in:	
Investments per Form 5500	74,057
Receivables – notes receivable from participants	(74,057)
Net assets per Form 5500 Line l	3,653,580
Other liabilities	26,374
Assets per Schedule H, line 4i	$3,679,954

SUPPLEMENTAL SCHEDULES

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN

Schedule H, line 4A-Schedule of Delinquent Participant Contributions

As of December 31, 2010

EIN: 75-2378544

Plan # 001

Participant Contributions Transferred Late to Plan $108,175	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: √	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP $108,175	

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN

Schedule H, line 4i-Schedule of Assets
(Held at End of Year)
As of December 31, 2010

EIN: 75-2378544

Plan # 001

(a)	Identity of issuer, borrower, lessor, or similar party (b)	Description of investment including maturity date, rate of interest, collateral, par or maturity value (c)	Cost (d)	Current Value (e)
	Goldman Sachs	GS Money Market	*	$269,502
	American Funds	AF Europacific Growth Fund	*	369,294
	Federated	Federated Mid-Cap Index Fund	*	132,856
	Fidelity	Fidelity Balanced Fund	*	99,772
	Goldman Sachs	GS Small Cap Value Fund A	*	68,317
	Goldman Sachs	GS Mid Cap Value Fund A	*	55,027
	JP Morgan	JP Morgan US Equity FD-Sel	*	368,858
	Lazard	Lazard Emerging Markets Portfolio I	*	91,424
	MFS	MFS Emerging Growth Fund A	*	169,845
	American Funds	AM New Perspective Fund R4	*	3,391
	T Rowe Price	TRP Retirement 2045-Adv Fund	*	8,201
	T Rowe Price	TRP Retirement 2035-Adv Fund	*	363,871
	T Rowe Price	TRP Retirement 2025-Adv Fund	*	25,406
	T Rowe Price	TRP Retirement 2050-Retirement Fund	*	810
	T Rowe Price	TRP Retirement Income	*	4,796
	T Rowe Price	TRP Retirement 2040-Adv Fund	*	140,605
	T Rowe Price	TRP Retirement 2030- Fund	*	21,588
	T Rowe Price	TRP Retirement 2020- Fund	*	203,966
	T Rowe Price	TRP Retirement 2010-Adv Fund	*	48,472
	Prudential	Prudential Jennison Mid Cap Growth Fund A	*	66,669
	T Rowe Price	TRP Equity Income Fund Advisor	*	236,135
	T Rowe Price	TRP Blue Chip Growth Fund Advisor	*	27,161
	Sentinel	Sentinel Small Company Fund-I	*	151,762
	Vanguard	Vanguard Windsor II Fund Investor	*	68,030
	Vanguard	Vanguard 500 Index Fund Investor	*	17,443
	Vanguard	Vanguard Small-Cap Index Fund	*	109,404
	American Century	American Century Government Bond Fund IV	*	17,703
	Goldman Sachs	GS Short Duration Government Fund A	*	36,463
	PIMCO	PIMCO Total Return Fund A	*	422,978
	Vanguard	Vanguard Total Bond Market Index Fund	*	4,876
	Cash	Cash	*	1,272
	Participant Loans	Interest rates from 4.25% to 7.75%	*	74,057
		Total Investments		**$3,679,954**

*** Participant directed accounts**

HUMPHREYS & PARTNERS ARCHITECTS 401(k) PLAN

Schedule H, line 4i-Schedule of Assets
(Acquired and Disposed of Within the Year)

As of December 31, 2010

EIN: 75-2378544

Plan # 001

(a) Identity of issuer, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Participant Loans	Interest rates from 4.25% to 7.75%	$ -0-	$ -0-

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

Plan Name Humphreys & Partners Architects 401(k) Plan **EIN:** 75-2378544
Plan Sponsor's Name Humphreys & Partners Architects, LP **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
	GS Fin Square Mkt	Mutual Fund	0	269,502
	American Europacific grth	Mutual Fund	0	369,294
	Federated Mid-Cap Index	Mutual Fund	0	132,856
	Fidelity Balanced	Mutual Fund	0	99,772
	GS Small Cap Value	Mutual Fund	0	68,317
	GS Mid Cap Value	Mutual Fund	0	55,027
	JP Morgan US Equity	Mutual Fund	0	368,858

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

Plan Name Humphreys & Partners Architects 401(k) Plan **EIN:** 75-2378544
Plan Sponsor's Name Humphreys & Partners Architects, LP **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
	Lazard Emerging Mkts	Mutual Fund	0	91,424
	MFS Emerging Growth	Mutual Fund	0	169,845
	American New Perspective	Mutual Fund	0	3,391
	T Rowe Price 2045	Mutual Fund	0	8,201
	T Rowe Price 2035	Mutual Fund	0	363,871
	T Rowe Price 2025	Mutual Fund	0	25,406
	T Rowe Price 2050	Mutual Fund	0	810

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

Plan Name Humphreys & Partners Architects 401(k) Plan **EIN:** 75-2378544
Plan Sponsor's Name Humphreys & Partners Architects, LP **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
	T Rowe Price Retirement	Mutual Fund	0	4,796
	T Rowe Price 2040	Mutual Fund	0	140,605
	T Rowe Price 2030	Mutual Fund	0	21,588
	T Rowe Price 2020	Mutual Fund	0	203,966
	T Rowe Price 2010	Mutual Fund	0	48,472
	Prudential Jennison Mid	Mutual Fund	0	66,669
	T Rowe Price Equity Inc	Mutual Fund	0	236,135

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

Plan Name Humphreys & Partners Architects 401(k) Plan **EIN:** 75-2378544
Plan Sponsor's Name Humphreys & Partners Architects, LP **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
	T Rowe Price Blue Chip Gr	Mutual Fund	0	27,161
	Sentinel Small Co	Mutual Fund	0	151,762
	Vanguard Windsor II	Mutual Fund	0	68,030
	Vanguard 500 Index	Mutual Fund	0	17,443
	Vanguard Small Cap	Mutual Fund	0	109,404
	American Century Gov't	Mutual Fund	0	17,703
	GS Short Duration Gov't	Mutual Fund	0	36,463

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

Plan Name Humphreys & Partners Architects 401(k) Plan **EIN:** 75-2378544
Plan Sponsor's Name Humphreys & Partners Architects, LP **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
	Pimco Total Return	Mutual Fund	0	422,975
	Vanguard Total Bnd Mkt Index	Mutual Fund	0	4,876
	Loans	Int rate btwn 3.25 to 5	0	74,057