

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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).  <b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b>	OMB Nos. 1210-0110 1210-0089  <b>2010</b>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>		
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010			
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan;	<input type="checkbox"/> a multiple-employer plan; or	
	<input checked="" type="checkbox"/> a single-employer plan;	<input type="checkbox"/> a DFE (specify) ____	
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report;	<input type="checkbox"/> the final return/report;	
	<input checked="" type="checkbox"/> an amended return/report;	<input type="checkbox"/> a short plan year return/report (less than 12 months).	
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>		
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558;	<input type="checkbox"/> automatic extension;	<input type="checkbox"/> the DFVC program;
	<input type="checkbox"/> special extension (enter description)		

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information		
<b>1a</b> Name of plan THE BARTON GROUP PENSION PLAN	<b>1b</b> Three-digit plan number (PN) ▶	003	
	<b>1c</b> Effective date of plan	12/01/1984	
<b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)  THE BARTON GROUP  THE BARTON GROUP PENSION PLAN  6 WARREN STREET GLENS FALLS, NY 12801	<b>2b</b> Employer Identification Number (EIN)	23-1624372	
	<b>2c</b> Sponsor's telephone number	518-798-5462	
	<b>2d</b> Business code (see instructions)	212390	

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	12/30/2014	ROBERT ALBANO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	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")

THE BARTON GROUP  
THE BARTON GROUP PENSION PLAN  
6 WARREN STREET  
GLENS FALLS, NY 12801

**3b** Administrator's EIN

23-1624372

**3c** Administrator's telephone number

518-798-5462

**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**

303

**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**

148

**b** Retired or separated participants receiving benefits.....**6b**

59

**c** Other retired or separated participants entitled to future benefits.....**6c**

65

**d** Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

272

**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

28

**f** Total. Add lines **6d** and **6e**.....**6f**

300

**g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

2

**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:

1A 1G

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

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

**b General Schedules**

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

<b>SCHEDULE A</b> <b>(Form 5500)</b> Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Insurance Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  ▶ <b>File as an attachment to Form 5500.</b>  ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110  <b>2010</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
<b>A</b> Name of plan THE BARTON GROUP PENSION PLAN	<b>B</b> Three-digit plan number (PN) ▶	003
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500. THE BARTON GROUP		
<b>D</b> Employer Identification Number (EIN) 23-1624372		

<b>Part I</b>	<b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> 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.
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<b>1</b> Coverage Information:
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<b>(a)</b> Name of insurance carrier MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY
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(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
04-1590850	65935	12958	300	01/01/2010	12/31/2010

<b>2</b> 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 0	(b) Total amount of fees paid 0

<b>3</b> 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

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

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

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

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

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

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

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

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

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

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<b>(b)</b> Amount of sales and base commissions paid	Fees and other commissions paid		<b>(e)</b> Organization code
	<b>(c)</b> Amount	<b>(d)</b> 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.

<b>4</b> Current value of plan's interest under this contract in the general account at year end .....	<b>4</b>	
<b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....	<b>5</b>	9025740

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

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

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

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

<b>b</b> Balance at the end of the previous year .....	<b>7b</b>	
<b>c</b> Additions: (1) Contributions deposited during the year .....	<b>7c(1)</b>	
(2) Dividends and credits .....	<b>7c(2)</b>	
(3) Interest credited during the year .....	<b>7c(3)</b>	
(4) Transferred from separate account .....	<b>7c(4)</b>	
(5) Other (specify below) .....	<b>7c(5)</b>	
▶		
(6) Total additions .....	<b>7c(6)</b>	
<b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....	<b>7d</b>	
<b>e</b> Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year .....	<b>7e(1)</b>	
(2) Administration charge made by carrier .....	<b>7e(2)</b>	
(3) Transferred to separate account .....	<b>7e(3)</b>	
(4) Other (specify below) .....	<b>7e(4)</b>	
▶		
(5) Total deductions .....	<b>7e(5)</b>	
<b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) .....	<b>7f</b>	

**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:

<b>a</b> Premiums: (1) Amount received.....	<b>9a(1)</b>		
(2) Increase (decrease) in amount due but unpaid.....	<b>9a(2)</b>		
(3) Increase (decrease) in unearned premium reserve.....	<b>9a(3)</b>		
(4) Earned ((1) + (2) - (3)).....		<b>9a(4)</b>	
<b>b</b> Benefit charges (1) Claims paid.....	<b>9b(1)</b>		
(2) Increase (decrease) in claim reserves.....	<b>9b(2)</b>		
(3) Incurred claims (add (1) and (2)).....		<b>9b(3)</b>	
(4) Claims charged.....		<b>9b(4)</b>	
<b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	<b>9c(1)(A)</b>		
(B) Administrative service or other fees.....	<b>9c(1)(B)</b>		
(C) Other specific acquisition costs.....	<b>9c(1)(C)</b>		
(D) Other expenses.....	<b>9c(1)(D)</b>		
(E) Taxes.....	<b>9c(1)(E)</b>		
(F) Charges for risks or other contingencies.....	<b>9c(1)(F)</b>		
(G) Other retention charges.....	<b>9c(1)(G)</b>		
(H) Total retention.....		<b>9c(1)(H)</b>	
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....		<b>9c(2)</b>	
<b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		<b>9d(1)</b>	
(2) Claim reserves.....		<b>9d(2)</b>	
(3) Other reserves.....		<b>9d(3)</b>	
<b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		<b>9e</b>	

**10** Nonexperience-rated contracts:

<b>a</b> Total premiums or subscription charges paid to carrier.....	<b>10a</b>	
<b>b</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. ....	<b>10b</b>	

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. ▶

<b>SCHEDULE SB</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Single-Employer Defined Benefit Plan</b> <b>Actuarial Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).  ▶ <b>File as an attachment to Form 5500 or 5500-SF.</b>	OMB No. 1210-0110  <b>2010</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

<b>A</b> Name of plan <u>THE BARTON GROUP PENSION PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>003</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE BARTON GROUP</u>	<b>D</b> Employer Identification Number (EIN) <u>23-1624372</u>
<b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	<b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input checked="" type="checkbox"/> 101-500 <input type="checkbox"/> More than 500

<b>Part I</b>	<b>Basic Information</b>
<b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
<b>2</b> Assets:	
<b>a</b> Market value .....	<b>2a</b> <u>8642351</u>
<b>b</b> Actuarial value .....	<b>2b</b> <u>8642351</u>
<b>3</b> Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
<b>a</b> For retired participants and beneficiaries receiving payment .....	<b>3a</b> <u>80</u> <u>3246875</u>
<b>b</b> For terminated vested participants .....	<b>3b</b> <u>67</u> <u>1538106</u>
<b>c</b> For active participants:	
(1) Non-vested benefits .....	<b>3c(1)</b> <u>177708</u>
(2) Vested benefits .....	<b>3c(2)</b> <u>5072276</u>
(3) Total active .....	<b>3c(3)</b> <u>156</u> <u>5249984</u>
<b>d</b> Total .....	<b>3d</b> <u>303</u> <u>10034965</u>
<b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) .....	<input type="checkbox"/>
<b>a</b> Funding target disregarding prescribed at-risk assumptions .....	<b>4a</b>
<b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor .....	<b>4b</b>
<b>5</b> Effective interest rate .....	<b>5</b> <u>6.60</u> %
<b>6</b> Target normal cost .....	<b>6</b> <u>406238</u>

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<b>SIGN HERE</b>	<u>09/21/2011</u>
Signature of actuary	Date
<u>KEVIN V. OSINSKI</u>	<u>11-06368</u>
Type or print name of actuary	Most recent enrollment number
<u>MASSMUTUAL LIFE INSURANCE COMPANY</u>	<u>413-744-2705</u>
Firm name	Telephone number (including area code)
<u>1295 STATE STREET</u> <u>SPRINGFIELD, MA 01111-0001</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

**Schedule SB (Form 5500) 2010**  
**v.092308.1**

<b>Part II</b>		<b>Beginning of year carryover and prefunding balances</b>	
		(a) Carryover balance	(b) Prefunding balance
<b>7</b>	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) .....	0	513892
<b>8</b>	Portion used to offset prior year's funding requirement (Item 35 from prior year) .....	0	249281
<b>9</b>	Amount remaining (Item 7 minus item 8).....	0	264611
<b>10</b>	Interest on item 9 using prior year's actual return of <u>26.91</u> % .....		71207
<b>11</b>	Prior year's excess contributions to be added to prefunding balance:		
<b>a</b>	Excess contributions (Item 38 from prior year) .....		0
<b>b</b>	Interest on (a) using prior year's effective rate of <u>8.09</u> % .....		0
<b>c</b>	Total available at beginning of current plan year to add to prefunding balance .....		0
<b>d</b>	Portion of (c) to be added to prefunding balance.....		0
<b>12</b>	Reduction in balances due to elections or deemed elections.....	0	0
<b>13</b>	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	335818

<b>Part III</b>		<b>Funding percentages</b>	
<b>14</b>	Funding target attainment percentage.....	<b>14</b>	82.77 %
<b>15</b>	Adjusted funding target attainment percentage.....	<b>15</b>	82.77 %
<b>16</b>	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	<b>16</b>	91.31 %
<b>17</b>	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	<b>17</b>	%

<b>Part IV</b>		<b>Contributions and liquidity shortfalls</b>	
<b>18</b> Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
10/15/2010	78000		
01/13/2011	137797		
09/15/2011	196919		
		<b>Totals ▶</b>	<b>18(b)</b> 412716
		<b>18(c)</b>	0

<b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	<b>19a</b> 0
b Contributions made to avoid restrictions adjusted to valuation date .....	<b>19b</b> 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	<b>19c</b> 379769
<b>20</b> Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0



**Part V Assumptions used to determine funding target and target normal cost**

<b>21</b> Discount rate:				
<b>a</b> Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	<input type="checkbox"/> N/A, full yield curve used
<b>b</b> Applicable month (enter code) .....				<b>21b</b> 0
<b>22</b> Weighted average retirement age .....				<b>22</b> 64
<b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute				

**Part VI Miscellaneous items**

<b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	<b>27</b>

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

<b>28</b> Unpaid minimum required contribution for all prior years .....	<b>28</b>	
<b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	<b>29</b>	0
<b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....	<b>30</b>	0

**Part VIII Minimum required contribution for current year**

<b>31</b> Target normal cost, adjusted, if applicable (see instructions).....	<b>31</b>	406238
<b>32</b> Amortization installments:	Outstanding Balance	Installment
<b>a</b> Net shortfall amortization installment .....	1728432	309346
<b>b</b> Waiver amortization installment .....		
<b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount .....	<b>33</b>	
<b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	<b>34</b>	715584
	Carryover balance	Prefunding balance
<b>35</b> Balances used to offset funding requirement .....		335818
<b>36</b> Additional cash requirement (item 34 minus item 35).....	<b>36</b>	379766
<b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	<b>37</b>	379769
<b>38</b> Interest-adjusted excess contributions for current year (see instructions).....	<b>38</b>	3
<b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	<b>39</b>	0
<b>40</b> Unpaid minimum required contribution for all years .....	<b>40</b>	0

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

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

<b>A</b> Name of plan <b>THE BARTON GROUP PENSION PLAN</b>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<b>003</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>THE BARTON GROUP</b>	<b>D</b> Employer Identification Number (EIN) <b>23-1624372</b>	

**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  
**MASSACHUSETTS MUTUAL LIFE INS. CO.**

**04-1590850**

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

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

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

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

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

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

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

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

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

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

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**(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)

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
52 60 63 68 72 99	CONTRACT ADMINISTRATOR	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

UHY LLP

20-0694403

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITORS	9975	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

DRINKER BIDDLE AND REATH

23-1423089

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
29	LEGAL	26399	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

JHW FINANCIAL SERVICES INC

68-0279977

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
53	SHAREHOLDER SERVICE PROV		Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	21645	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

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

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

**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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PREMIER FOCUSED INTL BARING</p> <p>02-0754273</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>LARGE CAP GROWTH EATON VANCE</p> <p>04-1590850</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PREM SHORT DURATION BOND BABSON</p> <p>04-3212057</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> </div> </div>		

**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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT SM CAP GR W AND R WELLINGTON  04-3464205	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT INDEXED EQUITY NORTHRN TRUST  04-3410047	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT MID CAP GR II T. ROWE PRICE  04-3512596	BASIS POINTS * PLAN ASSETS

**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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SMALL AND MID CAP VALUE OFI  13-6918877	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT STRATEGIC BOND WESTERN  26-0099965	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CULLEN VALUE PIONEER  36-4356313	BASIS POINTS * PLAN ASSETS



**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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SMALL CAP VALUE FRANKLIN  94-3237550	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SELECT PIMCO TOTAL RETURN  27-2377446	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EUROPACIFIC GROWTH AMERICAN  95-6810128	BASIS POINTS * PLAN ASSETS	

**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
JHW FINANCIAL SERVICES INC	53	21645
(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.	
MASSACHUSETTS MUTUAL LIFE INSURANCE  04-1590850	COMMISSIONS AND 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
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN;
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN;
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2010</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

<b>A</b> Name of plan <u>THE BARTON GROUP PENSION PLAN</u>	<b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>	<u>003</u>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE BARTON GROUP</u>	<b>D</b> Employer Identification Number (EIN)  <u>23-1624372</u>	

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
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<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-YX</u>			
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>			
<b>c</b> EIN-PN <u>04-1590850-150</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>463408</u></span>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-YG</u>			
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>			
<b>c</b> EIN-PN <u>04-1590850-139</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>443599</u></span>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-VB</u>			
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>			
<b>c</b> EIN-PN <u>04-1590850-276</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>277252</u></span>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-V</u>			
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>			
<b>c</b> EIN-PN <u>90-0342299-090</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>931321</u></span>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-PE</u>			
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>			
<b>c</b> EIN-PN <u>04-1590850-341</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>0</u></span>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-WZ</u>			
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>			
<b>c</b> EIN-PN <u>04-1590850-193</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>2215667</u></span>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-SF</u>			
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>			
<b>c</b> EIN-PN <u>90-0342299-025</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>472693</u></span>	

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-GE**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

<b>c</b> EIN-PN 90-0342299-063	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	915696
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-FG**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

<b>c</b> EIN-PN 04-1590850-386	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	277751
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C4**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

<b>c</b> EIN-PN 04-1590850-285	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AT**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

<b>c</b> EIN-PN 04-1590850-026	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	184546
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AF**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

<b>c</b> EIN-PN 04-1590850-015	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2659196
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AC**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

<b>c</b> EIN-PN 04-1590850-012	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	184609
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**Part II Information on Participating Plans (to be completed by DFEs)**

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

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2010</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2010 or fiscal plan year beginning <span style="color:blue;">01/01/2010</span> and ending <span style="color:blue;">12/31/2010</span>		
<b>A</b> Name of plan <span style="color:blue;">THE BARTON GROUP PENSION PLAN</span>	<b>B</b> Three-digit plan number (PN) ►	<span style="color:blue;">003</span>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <span style="color:blue;">THE BARTON GROUP</span>	<b>D</b> Employer Identification Number (EIN)  <span style="color:blue;">23-1624372</span>	

<b>Part I</b>	<b>Asset and Liability Statement</b>
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**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
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>		
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>		
<b>(3)</b> Other.....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>		
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>		
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>		
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>	8642351	9025740
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>		
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>	0	0
<b>(15)</b> Other .....	<b>1c(15)</b>		



**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	8642351	9025740

**Liabilities**

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

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	8642351	9025740
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**Part II Income and Expense Statement**

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

**Income**

		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	78000	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>		
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>	75	
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		78075
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>		
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>		
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		0
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>		
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		0
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		0

		(a) Amount	(b) Total
<b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	<b>2b(5)(A)</b>		
(B) Other .....	<b>2b(5)(B)</b>		
(C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		0
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		684590
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		
<b>c</b> Other income.....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		762665

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	379076	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		379076
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		
<b>h</b> Interest expense.....	<b>2h</b>		
<b>i</b> Administrative expenses: (1) Professional fees .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>	200	
(3) Investment advisory and management fees .....	<b>2i(3)</b>		
(4) Other .....	<b>2i(4)</b>		
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		200
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		379276

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		383389
<b>l</b> Transfers of assets:			
(1) To this plan.....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**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: UHY LLP

(2) EIN: 20-0694403

**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
<b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
<b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
<b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....		X	
<b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		1500000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....		X	

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

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

**5b(1)** Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2010</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

<b>A</b> Name of plan <u>THE BARTON GROUP PENSION PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>003</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>THE BARTON GROUP</u>	<b>D</b> Employer Identification Number (EIN) <u>23-1624372</u>

<b>Part I</b>	<b>Distributions</b>
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All references to distributions relate only to payments of benefits during the plan year.

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<b>1</b>
<b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  EIN(s): <u>04-1590850</u>  <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>	
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<b>3</b> <u>1</u>

<b>Part II</b>	<b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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<b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> N/A
<b>If the plan is a defined benefit plan, go to line 8.</b>			
<b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____ <b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b>			
<b>6 a</b> Enter the minimum required contribution for this plan year .....	<b>6a</b>		
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>		
<b>c</b> 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).....	<b>6c</b>		
<b>If you completed line 6c, skip lines 8 and 9.</b>			
<b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>8</b> 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? .....	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

<b>Part III</b>	<b>Amendments</b>
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<b>9</b> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input checked="" type="checkbox"/> No
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<b>Part IV</b>	<b>ESOPs</b> (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.
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<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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.) .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

Schedule R (Form 5500) 2010  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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): \_\_\_\_\_

## INDEPENDENT AUDITOR'S REPORT

To the Retirement Committee of the Board of Directors  
The Barton Group Pension Plan

We have audited the accompanying statements of net assets available for benefits of The Barton Group Pension Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of January 1, 2010, and the related statement of changes in accumulated plan benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2010 and 2009 and changes therein for the years then ended and its financial status as of January 1, 2010, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules – Schedule H, Line 4(i) – Schedule of Assets Held (at End of Year) and Schedule H, Line 4(j) – Schedule of Reportable Transactions, together referred to as "supplemental schedules" are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*UHY* <sup>LLP</sup>

Albany, New York  
October 7, 2011

**Schedule H, line 4i - Schedule of Assets (Held At End Of Year): 12/31/10****Plan Sponsor: SA 012958-01**

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of investment including maturity date, interest rate, collateral, par or maturity value	Cost	Current Value
*	MassMutual	(Select Sm Cap Gr)	145,565	184,609
*	MassMutual	(Prem Short-Duration Bond)	2,584,044	2,659,196
*	MassMutual	(Select Mid Cap Growth II)	134,131	184,546
*	MassMutual	(Small & Mid Cap Value)	0	0
*	MassMutual	(Premier Focused Intl)	232,236	277,751
*	MassMutual	(Large-Cap Growth)	587,905	915,696
*	MassMutual	(Select Strategic Bond)	0	0
*	MassMutual	(Small Cap Value)	434,977	472,693
*	MassMutual	(Cullen Value)	656,437	931,321
*	MassMutual	(EuroPacific Growth)	217,863	277,252
*	MassMutual	(Total Return)	2,088,964	2,215,667
*	MassMutual	(Premier Money Market)	443,599	443,599
*	MassMutual	(Select Indexed Eqty)	304,809	463,408



**Schedule H, line 4j - Schedule of Reportable Transactions: 12/31/10**

**Plan Sponsor: SA 012958-01**

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of party involved	Description of asset (include interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease Rental	Expense incurred with trans	Cost of asset	Current Value of asset on transaction date	Net gain or loss
MassMutual	(Prem Short-Duration Bond)	1,729,661	0	N/A	0	1,729,661	1,729,661	0
MassMutual	(Small & Mid Cap Value)	0	510,987	N/A	0	457,229	510,987	53,758
MassMutual	(Large-Cap Growth)	0	529,354	N/A	0	529,354	529,354	0
MassMutual	(Select Strategic Bond)	0	2,232,526	N/A	0	1,882,534	2,232,526	349,992
MassMutual	(Small Cap Value)	483,192	0	N/A	0	483,192	483,192	0
MassMutual	(Cullen Value)	0	457,861	N/A	0	373,925	457,861	83,936
MassMutual	(Total Return)	2,201,288	0	N/A	0	2,201,288	2,201,288	0

\* This schedule was completed considering assets held under a MassMutual group annuity contract only

<b>A</b>	<b>Name of Plan</b>	<b>B</b>	<b>Three-digit plan Number</b>
	<b>The Barton Group Pension Plan</b>		
<b>C</b>	<b>Plan sponsor's name as shown on line 2a of Form 5500</b>	<b>D</b>	<b>Employer Identification Number</b>
	<b>The Barton Group</b>		<b>231624372</b>

### Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
American Funds	956810128		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to the mutual fund underlying the EuroPacific Growth (American) separate account (SIA-VB).
American Funds	956810128		MassMutual provided the plan with the required written disclosure for Other Fees received by American Funds with respect to the mutual fund underlying the EuroPacific Growth (American) separate account (SIA-VB).
Eaton Vance	550789520		MassMutual provided the plan with the required written disclosure for Administrative Fees received by Eaton Vance with respect to the mutual fund underlying the Large-Cap Growth (Eaton Vance) separate account (SIA-GE).
Eaton Vance	550789520		MassMutual provided the Plan with the required written disclosure for Management Fees received by Eaton Vance with respect to the mutual fund underlying the Large-Cap Growth (Eaton Vance) separate account (SIA-GE).
Eaton Vance	550789520		MassMutual provided the plan with the required written disclosure for Shareholder Service Fees received by Eaton Vance with respect to the mutual fund underlying the Large-Cap Growth (Eaton Vance) separate account (SIA-GE).
Franklin Templeton Investment Funds	943237550		MassMutual provided the Plan the required written disclosure for soft dollar compensation received by Frnkln Tmpltn & any affiliates (if applicable) with respect to the mutual fund underlying the Small Cap Value (Franklin) separate acct (SIA-SF).
Franklin Templeton Investment Funds	943237550		MassMutual provided the plan with the required written disclosure for Administrative Fees received by Franklin Templeton Investment Funds with respect to the mutual fund underlying the Small Cap Value (Franklin) separate account (SIA-SF).
Franklin Templeton Investment Funds	943237550		MassMutual provided the Plan with the required written disclosure for Management Fees received by Franklin Templeton Investment Funds with respect to the mutual fund underlying the Small Cap Value (Franklin) separate account (SIA-SF).
Franklin Templeton Investment Funds	943237550		MassMutual provided the plan with the required written disclosure for Shareholder Service Fees received by Franklin Templeton Investment Funds with respect to the mutual fund underlying the Small Cap Value (Franklin) separate account (SIA-SF).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan the required written disclosure for soft dollar compensation received by MassMutual & any affiliates (if applicable) with respect to the mutual fund underlying the Premier Focused Intl (Baring) separate acct (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan the required written disclosure for soft dollar compensation received by MassMutual & any affiliates (if applicable) with respect to the mutual fund underlying the Select Mid Cap Gr II (TRP/Frnt) separate acct (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan the required written disclosure for soft dollar compensation received by MassMutual & any affiliates (if applicable) with respect to the mutual fund underlying the Select Sm Cap Gr (W&RWellington) separate acct (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Cullen Value (Pioneer) separate account (SIA-V).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the EuroPacific Growth (American) separate account (SIA-VB).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Large-Cap Growth (Eaton

Massachusetts Mutual Life Insurance Company	041590850	Vance) separate account (SIA-GE). MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Prem Short-Duration Bond (Babson) separate account (SIA-AF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Premier Focused Intl (Baring) separate account (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Select PIMCO Total Return (SIA-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Select Sm Cap Gr (W&RWellington) separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Select Strategic Bond (Western) separate account (SIA-PE).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Small Cap Value (Franklin) separate account (SIA-SF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Small- & Mid- Cap Value (OFI) separate account (SIA-C4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Prem Short-Duration Bond (Babson) separate account (SIA-AF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Focused Intl (Baring) separate account (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Money Market (Babson) separate account (SIA-YG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Indexed Eqty (Northern Trust) separate account (SIA-YX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select PIMCO Total Return (SIA-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Sm Cap Gr (W&RWellington) separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Strategic Bond (Western) separate account (SIA-PE).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (10 basis points * plan assets) with respect to the mutual fund underlying the Prem Short-Duration Bond (Babson) separate account (SIA-AF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (10 basis points * plan assets) with respect to the mutual fund underlying the Select Strategic Bond (Western) separate account (SIA-PE).

Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (15 basis points * plan assets) with respect to the mutual fund underlying the Premier Focused Intl (Baring) separate account (SIA-FG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (18 basis points * plan assets) with respect to the mutual fund underlying the Select Indexed Eqty (Northm Trust) separate account (SIA-YX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (27 basis points * plan assets) with respect to the mutual fund underlying the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (31 basis points * plan assets) with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (7 basis points * plan assets) with respect to the mutual fund underlying the Select PIMCO Total Return (SIA-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to the mutual fund underlying the EuroPacific Growth (American) separate account (SIA-VB).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (15 basis points * plan assets) with respect to the mutual fund underlying the Small Cap Value (Franklin) separate account (SIA-SF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (24 basis points * plan assets) with respect to the mutual fund underlying the Small- & Mid- Cap Value (OFI) separate account (SIA-C4).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the mutual fund underlying the Cullen Value (Pioneer) separate account (SIA-V).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the mutual fund underlying the Large-Cap Growth (Eaton Vance) separate account (SIA-GE).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Supplemental Fees of (14 basis points * plan assets) with respect to the mutual fund underlying the Small- & Mid- Cap Value (OFI) separate account (SIA-C4).
OppenheimerFunds	136918877	MassMutual provided the Plan with the required written disclosure for Management Fees received by OppenheimerFunds with respect to the mutual fund underlying the Small- & Mid- Cap Value (OFI) separate account (SIA-C4).
OppenheimerFunds	136918877	MassMutual provided the plan with the required written disclosure for Other Fees received by OppenheimerFunds with respect to the mutual fund underlying the Small- & Mid- Cap Value (OFI) separate account (SIA-C4).
Pioneer Investments	364356313	MassMutual provided the Plan with the required written disclosure for Management Fees received by Pioneer Investments with respect to the mutual fund underlying the Cullen Value (Pioneer) separate account (SIA-V).
Pioneer Investments	364356313	MassMutual provided the plan with the required written disclosure for Other Fees received by Pioneer Investments with respect to the mutual fund underlying the Cullen Value (Pioneer) separate account (SIA-V).

## Schedule SB, Line 19 - Discounted Employer Contributions

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Plan Anniversary: January 1, 2010

Plan Effective Rate: 6.60%

Date	Amount Paid in Cash	Plan Year	Value as of January 1, 2010
10/15/10	78,000	2010	74,177
01/13/11	137,797	2010	128,994
09/15/11	196,919	2010	176,598
Total	\$ 412,716		\$ 379,769

## Schedule SB, Line 22 - Discription of Weighted Average Retirement Age

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Each employee is assumed to retire in accordance with the table of retirement rates. The number of employees expected to retire at each potential retirement age is shown below. The average retirement age is 64.

The weighted average retirement age is the total for column E divided by the total for column D. It should be noted that while only integral values are shown in the table, the full content of each cell, including decimal portions, is used in the calculations.

A	B	C	D	E
Age	Assumed Retirement Rates	Lx	Number of Assumed Retirements	(Number of Retirements) x Age
60	0.05	10,000	500	30,000
61	0.05	9,500	475	28,975
62	0.30	9,025	2,708	167,896
63	0.05	6,317	316	19,908
64	0.05	6,001	300	19,200
65	1.00	5,701	5,701	370,565
<b>Total</b>			<b>10,000</b>	<b>636,544</b>

Average retirement age: 64 ( $636544/10000 = 64$ , rounded to the nearest integral age)

**Lx is a representative population exposed to the assumed rate of retirement at each age.**

## Schedule SB, Line 23 - Statement of Actuarial Assumptions & Methods

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Describe all non-prescribed actuarial assumptions used to determine the funding target and target normal cost. Also, describe the method for determining the actuarial value of assets and any other aspects of the funding method for determining the Schedule SB entries that are not prescribed by law.

### Actuarial Assumptions

Interest:	January, 2010 IRS Segmented Yield Curve
Preretirement Mortality:	IRC Sec 430 2010 Static Non-Annuitant Tables
Postretirement Mortality:	IRC Sec 430 2010 Static Annuitant Tables
Retirement Age:	Tabular (see rates below)
Termination:	200% of the Crocker-Sarason T-3 Rates
Incidence of Disability:	None
Salary Scale:	4.00%
Marriage:	It is assumed that 80% of participants are married and that a male is 3 years older than his female spouse.
Expenses:	Based on previous year's, adjusted to the current year's PBGC.
Optional Forms:	Liabilities include no load to account for the value of optional annuity forms.

### Termination (sample rates)

<u>Age</u>	<u>Rate</u>
25	10.60%
40	7.60%
55	60.00%

### Assumed Retirement Age

<u>Age</u>	<u>Probability of Retirement</u>
60	5.00%
61	5.00%
62	30.00%
63	5.00%
64	5.00%
65	100.00%

### Actuarial Cost Method

The Target Normal Cost is equal to the present value as of the valuation date of the increase in the accrued benefit arising from the service and salary increase in the current plan year plus administrative expenses expected to be paid out of plan assets. The Funding Target as of the valuation date is the present value of the accrued benefit as of the valuation date.

## Schedule SB, Line 23 - Statement of Actuarial Assumptions & Methods

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### Asset Valuation Method

The Actuarial Value of assets is equal to market value.



## Schedule SB, Part V - Summary of Plan Provisions

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### Summary

**Plan:** The Barton Group Pension Plan

**Employer Identification Number/Plan Number:** 23-1624372/003

**Effective Date:** November 30, 1984; the Plan was amended and reinstated effective July 1, 1998.

**Plan Year:** Prior to July 1, 2006: July 1 – June 30.

As of July 1, 2006: July 1, 2006 – December 31, 2006

After December 31, 2006: Calendar year

**Employer:** The Barton Mines Corporation

**Employee:** Any person other than an independent contractor who, on or after the Effective Date, is in the service of the Employer.

**Participation:** An Employee will be eligible for participation on his or her date of employment. Participation is frozen as of April 23, 2010.

**Vesting Service:** A Plan Year during which a Participant has at least 1,000 hours of service.

**Benefit Service:** A Year of Benefit Service is credited for each Computation Period during which an Employee is credited with at least 1,000 Hours of Service. The initial Computation Period is the 12 consecutive month period beginning with the Employee's Employment Commencement Date. Thereafter, the Computation Period is the Plan Year beginning with the Plan Year in which the initial Computation Period ends.

**Vesting Schedule:** A Participant's Vested Percentage will be 100% upon the completion of 5 Years of Vesting Service.

**Normal Retirement Date:** The first day of the calendar month coincident with or next following the date on which the Participant's age is 65 or 5 years of participation.

**Early Retirement Date:** The first day of any calendar month following the termination of Service, provided the Participant has attained age 55 with at least 10 years of Vesting Service.

**Monthly Compensation:** Compensation reflects that compensation which is treated as FICA wages without regard to the Social Security taxable wage base. Compensation also includes any amounts which are treated as salary reduction contributions and used to purchase non-taxable benefits under Section 125 or 401(k) of the Internal Revenue Code. The maximum salary used to determine Plan benefits is limited as required by IRC Section 401(a)(17).

## Schedule SB, Part V - Summary of Plan Provisions

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**Average Monthly Compensation:** A Participant's Average Monthly Compensation, as of a given date, is determined by dividing the total Compensation he received during the 5 consecutive Compensation Periods (during the last 10 years of employment) for which his Compensation was highest by the number of months during such period for which he received Compensation.

**Normal Retirement Benefit:** A Participant's Normal Retirement Benefit is the monthly pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to the following: 1.125% of his Average Monthly Compensation plus 0.5% of his Average Monthly Compensation in excess of Covered Compensation, multiplied by his Years of Benefit Service not to exceed 30 years. This amount is reduced by the amount of the accrued benefit as of November 30, 2004 under the "Old Plan".

**Termination Benefit:** A Participant who has at least 5 years of Vesting Service or has attained age 65 if earlier, is entitled to a termination benefit equal to his Normal or Early Retirement Pension based on Years of Service and Compensation up to date of termination.

**Early Retirement Benefit:** Determined in the same fashion as the Normal Retirement Pension but reduced by 1/15 for each of the first five years, by 1/30 for each of the next five years that the benefit commencement date precedes Normal Retirement Date.

**Normal Form:** Single Life Annuity.

**Optional Forms:** 50% or 75% Joint and Survivor Annuity.

**Involuntary Cashouts:** Any benefit that would otherwise be payable to a participant who terminates or retires or to the qualified spouse of a deceased participant will receive a lump sum if the actuarial equivalent value is less than \$5,000.

### Death Benefits

Pre-retirement: If the Participant is not vested, no death benefits are payable. If the participant is vested, the death benefit is 50% of the amount that would have been payable to the Participant under the 50% Joint and Survivor option.

Post-Retirement: None except as provided by the annuity form elected.

## Schedule SB, Line 24 - Change in Actuarial Assumptions

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Describe any changes in non-prescribed actuarial assumptions and justify any such change:

The following changes were made to better reflect expected plan experience:

The salary scale was changed from 5.50% to 4.0% to better reflect plan experience.

## Schedule SB, Line 25 - Change in Method

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### Summary of Changes to Funding Methods

The method to determine the value of assets used in the development of the 2010 IRS minimum funding requirement was changed from the IRS 3-year asset averaging method as described in IRS Notice 2009-22 to market value.

The interest rate assumption for valuing the Funding Target was changed from the October, 2008 IRS Full Yield Curve in 2009 to the January, 2010 IRS Segmented Yield Curve in 2010.

## Schedule SB, Line 26 - Schedule of Active Participant Data

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Attained Age	Years of Credited Service									
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19	
	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0		2		1		0		0	
25 to 29	0		6		1		0		0	
30 to 34	0		3		2		1		1	
35 to 39	0		3		3		9		3	
40 to 44	0		7		5		6		3	
45 to 49	0		4		7		7		3	
50 to 54	0		3		7		5		2	
55 to 59	0		3		5		4		3	
60 to 64	0		0		2		5		3	
65 to 69	0		0		0		0		0	
70 & up	0		0		0		0		0	

Attained Age	Years of Credited Service									
	20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0		0		0		0		0	
25 to 29	0		0		0		0		0	
30 to 34	0		0		0		0		0	
35 to 39	0		0		0		0		0	
40 to 44	1		0		0		0		0	
45 to 49	6		2		0		0		0	
50 to 54	1		2		3		1		0	
55 to 59	0		0		0		3		1	
60 to 64	0		1		2		2		1	
65 to 69	1		0		0		0		0	
70 & up	0		0		0		0		0	

## Schedule SB, Line 32, Schedule of Amortization Bases

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Summary as of January 1, 2010

<u>Effective Date</u>	<u>Base Type</u>	<u>Initial Amount</u>	<u>Outstanding Balance</u>	<u>Years Remaining</u>	<u>Installments</u>
January 1, 2008	Shortfall	306,086	234,430	5	51,195
January 1, 2009	Shortfall	417,192	395,247	6	74,520
January 1, 2010	Shortfall	1,098,755	1,098,755	7	183,631
<b>Total</b>		<b>\$ 1,822,033</b>	<b>\$ 1,728,432</b>		<b>\$ 309,346</b>

## Schedule SB, Line 7 - Explanation for Prefunding Balance

---

The Prefunding Balance is different from that shown on line 13 of the 2009 Schedule SB as line 12 and subsequently line 13 were incorrectly reported on the 2009 Schedule SB. Line 12 on the 2009 Schedule SB should have been zero and the resulting line 13 \$513,892.

<b>SCHEDULE SB</b> <b>(Form 5500)</b> <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	<b>Single-Employer Defined Benefit Plan</b> <b>Actuarial Information</b> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</p> <p>► <b>File as an attachment to Form 5500 or 5500-SF.</b></p>	<small>OMB No. 1210-0110</small>  <b>2010</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

► **Round off amounts to nearest dollar.**

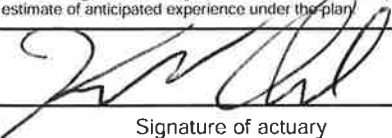
► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

<b>A</b> Name of plan  THE BARTON GROUP PENSION PLAN	<b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>003</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF  THE BARTON GROUP	<b>D</b> Employer Identification Number (EIN)  <u>23-1624372</u>
<b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	<b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input checked="" type="checkbox"/> 101-500 <input type="checkbox"/> More than 500

<b>Part I Basic Information</b>			
<b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>			
<b>2</b> Assets:			
a Market value.....	<b>2a</b>		8,642,351
b Actuarial value.....	<b>2b</b>		8,642,351
<b>3</b> Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment .....	<b>3a</b>	80	3,246,875
b For terminated vested participants .....	<b>3b</b>	67	1,538,106
c For active participants:			
(1) Non-vested benefits.....	<b>3c(1)</b>		177,708
(2) Vested benefits .....	<b>3c(2)</b>		5,072,276
(3) Total active .....	<b>3c(3)</b>	156	5,249,984
d Total.....	<b>3d</b>	303	10,034,965
<b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) <input type="checkbox"/>			
a Funding target disregarding prescribed at-risk assumptions .....	<b>4a</b>		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor .....	<b>4b</b>		
<b>5</b> Effective interest rate.....	<b>5</b>		6.60 %
<b>6</b> Target normal cost.....	<b>6</b>		406,238

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<b>SIGN HERE</b>	 Signature of actuary	<u>9/21/2011</u> Date <u>11-06368</u> Most recent enrollment number <u>(413) 744-2705</u> Telephone number (including area code)
KEVIN V. OSINSKI Type or print name of actuary MASSMUTUAL LIFE INSURANCE COMPANY Firm name 1295 STATE STREET Address of the firm SPRINGFIELD MA 01111-0001		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

**Schedule SB (Form 5500) 2010**  
v.092308.1



**Part II Beginning of year carryover and prefunding balances**

	(a) Carryover balance	(b) Prefunding balance
<b>7</b> Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) .....	0	513,892
<b>8</b> Portion used to offset prior year's funding requirement (Item 35 from prior year) .....	0	249,281
<b>9</b> Amount remaining (Item 7 minus item 8).....	0	264,611
<b>10</b> Interest on item 9 using prior year's actual return of <u>26.91</u> % .....		71,207
<b>11</b> Prior year's excess contributions to be added to prefunding balance:		
<b>a</b> Excess contributions (Item 38 from prior year) .....		0
<b>b</b> Interest on (a) using prior year's effective rate of <u>8.09</u> % .....		0
<b>c</b> Total available at beginning of current plan year to add to prefunding balance .....		0
<b>d</b> Portion of (c) to be added to prefunding balance.....		0
<b>12</b> Reduction in balances due to elections or deemed elections.....	0	0
<b>13</b> Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....	0	335,818

**Part III Funding percentages**

<b>14</b> Funding target attainment percentage.....	<b>14</b>	82.77 %
<b>15</b> Adjusted funding target attainment percentage.....	<b>15</b>	82.77 %
<b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	<b>16</b>	91.31 %
<b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	<b>17</b>	%

**Part IV Contributions and liquidity shortfalls****18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2010	78,000				
01/13/2011	137,797				
09/15/2011	196,919				
<b>Totals ▶</b>			<b>18(b)</b>	412,716	<b>18(c)</b> 0

**19** Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

<b>a</b> Contributions allocated toward unpaid minimum required contribution from prior years. ....	<b>19a</b>	0
<b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....	<b>19b</b>	0
<b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	<b>19c</b>	379,769

**20** Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ..... ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

**Part V Assumptions used to determine funding target and target normal cost**

<b>21</b> Discount rate:				
<b>a</b> Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	<input type="checkbox"/> N/A, full yield curve used
<b>b</b> Applicable month (enter code) .....				<b>21b</b> 0
<b>22</b> Weighted average retirement age .....				<b>22</b> 64
<b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute				

**Part VI Miscellaneous items**

<b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	<b>27</b>

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

<b>28</b> Unpaid minimum required contribution for all prior years .....	<b>28</b>	
<b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) .....	<b>29</b>	0
<b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....	<b>30</b>	0

**Part VIII Minimum required contribution for current year**

<b>31</b> Target normal cost, adjusted, if applicable (see instructions) .....	<b>31</b>	406,238
<b>32</b> Amortization installments:	Outstanding Balance	Installment
<b>a</b> Net shortfall amortization installment .....	1,728,432	309,346
<b>b</b> Waiver amortization installment .....		
<b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount .....	<b>33</b>	
<b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) .....	<b>34</b>	715,584
	Carryover balance	Prefunding balance
<b>35</b> Balances used to offset funding requirement .....		335,818
		Total balance
<b>36</b> Additional cash requirement (item 34 minus item 35) .....	<b>36</b>	379,766
<b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) .....	<b>37</b>	379,769
<b>38</b> Interest-adjusted excess contributions for current year (see instructions) .....	<b>38</b>	3
<b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) .....	<b>39</b>	0
<b>40</b> Unpaid minimum required contribution for all years .....	<b>40</b>	0

## Schedule SB, Line 7 - Explanation for Prefunding Balance

---

The Prefunding Balance is different from that shown on line 13 of the 2009 Schedule SB as line 12 and subsequently line 13 were incorrectly reported on the 2009 Schedule SB. Line 12 on the 2009 Schedule SB should have been zero and the resulting line 13 \$513,892.

**Schedule SB, Line 19 - Discounted Employer Contributions**

---

**Plan Anniversary:** January 1, 2010**Plan Effective Rate:** 6.60%

<b>Date</b>	<b>Amount Paid in Cash</b>	<b>Plan Year</b>	<b>Value as of January 1, 2010</b>
10/15/10	78,000	2010	74,177
01/13/11	137,797	2010	128,994
09/15/11	196,919	2010	176,598
Total	\$ 412,716		\$ 379,769

## Schedule SB, Line 22 - Discription of Weighted Average Retirement Age

---

Each employee is assumed to retire in accordance with the table of retirement rates. The number of employees expected to retire at each potential retirement age is shown below. The average retirement age is 64.

The weighted average retirement age is the total for column E divided by the total for column D. It should be noted that while only integral values are shown in the table, the full content of each cell, including decimal portions, is used in the calculations.

<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>E</b>
<b>Age</b>	<b>Assumed Retirement Rates</b>	<b>Lx</b>	<b>Number of Assumed Retirements</b>	<b>(Number of Retirements) x Age</b>
60	0.05	10,000	500	30,000
61	0.05	9,500	475	28,975
62	0.30	9,025	2,708	167,896
63	0.05	6,317	316	19,908
64	0.05	6,001	300	19,200
65	1.00	5,701	5,701	370,565
<b>Total</b>			<b>10,000</b>	<b>636,544</b>

Average retirement age: 64 ( $636544/10000 = 64$ , rounded to the nearest integral age)

**Lx is a representative population exposed to the assumed rate of retirement at each age.**

## Schedule SB, Line 23 - Statement of Actuarial Assumptions & Methods

---

Describe all non-prescribed actuarial assumptions used to determine the funding target and target normal cost. Also, describe the method for determining the actuarial value of assets and any other aspects of the funding method for determining the Schedule SB entries that are not prescribed by law.

### Actuarial Assumptions

Interest:	January, 2010 IRS Segmented Yield Curve
Preretirement Mortality:	IRC Sec 430 2010 Static Non-Annuitant Tables
Postretirement Mortality:	IRC Sec 430 2010 Static Annuitant Tables
Retirement Age:	Tabular (see rates below)
Termination:	200% of the Crocker-Sarason T-3 Rates
Incidence of Disability:	None
Salary Scale:	4.00%
Marriage:	It is assumed that 80% of participants are married and that a male is 3 years older than his female spouse.
Expenses:	Based on previous year's, adjusted to the current year's PBGC.
Optional Forms:	Liabilities include no load to account for the value of optional annuity forms.

### Termination (sample rates)

<u>Age</u>	<u>Rate</u>
25	10.60%
40	7.60%
55	60.00%

### Assumed Retirement Age

<u>Age</u>	<u>Probability of Retirement</u>
60	5.00%
61	5.00%
62	30.00%
63	5.00%
64	5.00%
65	100.00%

### Actuarial Cost Method

The Target Normal Cost is equal to the present value as of the valuation date of the increase in the accrued benefit arising from the service and salary increase in the current plan year plus administrative expenses expected to be paid out of plan assets. The Funding Target as of the valuation date is the present value of the accrued benefit as of the valuation date.

## Schedule SB, Line 23 - Statement of Actuarial Assumptions & Methods

---

### Asset Valuation Method

The Actuarial Value of assets is equal to market value.

## Schedule SB, Part V - Summary of Plan Provisions

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### Summary

**Plan:** The Barton Group Pension Plan

**Employer Identification Number/Plan Number:** 23-1624372/003

**Effective Date:** November 30, 1984; the Plan was amended and reinstated effective July 1, 1998.

**Plan Year:** Prior to July 1, 2006: July 1 – June 30.

As of July 1, 2006: July 1, 2006 – December 31, 2006

After December 31, 2006: Calendar year

**Employer:** The Barton Mines Corporation

**Employee:** Any person other than an independent contractor who, on or after the Effective Date, is in the service of the Employer.

**Participation:** An Employee will be eligible for participation on his or her date of employment. Participation is frozen as of April 23, 2010.

**Vesting Service:** A Plan Year during which a Participant has at least 1,000 hours of service.

**Benefit Service:** A Year of Benefit Service is credited for each Computation Period during which an Employee is credited with at least 1,000 Hours of Service. The initial Computation Period is the 12 consecutive month period beginning with the Employee's Employment Commencement Date. Thereafter, the Computation Period is the Plan Year beginning with the Plan Year in which the initial Computation Period ends.

**Vesting Schedule:** A Participant's Vested Percentage will be 100% upon the completion of 5 Years of Vesting Service.

**Normal Retirement Date:** The first day of the calendar month coincident with or next following the date on which the Participant's age is 65 or 5 years of participation.

**Early Retirement Date:** The first day of any calendar month following the termination of Service, provided the Participant has attained age 55 with at least 10 years of Vesting Service.

**Monthly Compensation:** Compensation reflects that compensation which is treated as FICA wages without regard to the Social Security taxable wage base. Compensation also includes any amounts which are treated as salary reduction contributions and used to purchase non-taxable benefits under Section 125 or 401(k) of the Internal Revenue Code. The maximum salary used to determine Plan benefits is limited as required by IRC Section 401(a)(17).



## Schedule SB, Part V - Summary of Plan Provisions

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**Average Monthly Compensation:** A Participant's Average Monthly Compensation, as of a given date, is determined by dividing the total Compensation he received during the 5 consecutive Compensation Periods (during the last 10 years of employment) for which his Compensation was highest by the number of months during such period for which he received Compensation.

**Normal Retirement Benefit:** A Participant's Normal Retirement Benefit is the monthly pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to the following: 1.125% of his Average Monthly Compensation plus 0.5% of his Average Monthly Compensation in excess of Covered Compensation, multiplied by his Years of Benefit Service not to exceed 30 years. This amount is reduced by the amount of the accrued benefit as of November 30, 2004 under the "Old Plan".

**Termination Benefit:** A Participant who has at least 5 years of Vesting Service or has attained age 65 if earlier, is entitled to a termination benefit equal to his Normal or Early Retirement Pension based on Years of Service and Compensation up to date of termination.

**Early Retirement Benefit:** Determined in the same fashion as the Normal Retirement Pension but reduced by 1/15 for each of the first five years, by 1/30 for each of the next five years that the benefit commencement date precedes Normal Retirement Date.

**Normal Form:** Single Life Annuity.

**Optional Forms:** 50% or 75% Joint and Survivor Annuity.

**Involuntary Cashouts:** Any benefit that would otherwise be payable to a participant who terminates or retires or to the qualified spouse of a deceased participant will receive a lump sum if the actuarial equivalent value is less than \$5,000.

### Death Benefits

Pre-retirement: If the Participant is not vested, no death benefits are payable. If the participant is vested, the death benefit is 50% of the amount that would have been payable to the Participant under the 50% Joint and Survivor option.

Post-Retirement: None except as provided by the annuity form elected.

## Schedule SB, Line 24 - Change in Actuarial Assumptions

---

**Describe any changes in non-prescribed actuarial assumptions and justify any such change:**

The following changes were made to better reflect expected plan experience:

The salary scale was changed from 5.50% to 4.0% to better reflect plan experience.

## Schedule SB, Line 25 - Change in Method

---

### Summary of Changes to Funding Methods

The method to determine the value of assets used in the development of the 2010 IRS minimum funding requirement was changed from the IRS 3-year asset averaging method as described in IRS Notice 2009-22 to market value.

The interest rate assumption for valuing the Funding Target was changed from the October, 2008 IRS Full Yield Curve in 2009 to the January, 2010 IRS Segmented Yield Curve in 2010.

## Schedule SB, Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service									
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19	
	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0		2		1		0		0	
25 to 29	0		6		1		0		0	
30 to 34	0		3		2		1		1	
35 to 39	0		3		3		9		3	
40 to 44	0		7		5		6		3	
45 to 49	0		4		7		7		3	
50 to 54	0		3		7		5		2	
55 to 59	0		3		5		4		3	
60 to 64	0		0		2		5		3	
65 to 69	0		0		0		0		0	
70 & up	0		0		0		0		0	

Attained Age	Years of Credited Service									
	20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0		0		0		0		0	
25 to 29	0		0		0		0		0	
30 to 34	0		0		0		0		0	
35 to 39	0		0		0		0		0	
40 to 44	1		0		0		0		0	
45 to 49	6		2		0		0		0	
50 to 54	1		2		3		1		0	
55 to 59	0		0		0		3		1	
60 to 64	0		1		2		2		1	
65 to 69	1		0		0		0		0	
70 & up	0		0		0		0		0	

## Schedule SB, Line 32, Schedule of Amortization Bases

---

Summary as of January 1, 2010

<u>Effective Date</u>	<u>Base Type</u>	<u>Initial Amount</u>	<u>Outstanding Balance</u>	<u>Years Remaining</u>	<u>Installments</u>
January 1, 2008	Shortfall	306,086	234,430	5	51,195
January 1, 2009	Shortfall	417,192	395,247	6	74,520
January 1, 2010	Shortfall	1,098,755	1,098,755	7	183,631
<b>Total</b>		<b>\$ 1,822,033</b>	<b>\$ 1,728,432</b>		<b>\$ 309,346</b>

**THE BARTON GROUP  
PENSION PLAN**

AUDITED FINANCIAL STATEMENTS  
AND  
SUPPLEMENTARY SCHEDULE

December 31, 2010 and 2009

# THE BARTON GROUP PENSION PLAN

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*Other schedules required by 29CFR2520.103.10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.*

## INDEPENDENT AUDITOR'S REPORT

To the Retirement Committee of the Board of Directors  
The Barton Group Pension Plan

We have audited the accompanying statements of net assets available for benefits of The Barton Group Pension Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of January 1, 2010, and the related statement of changes in accumulated plan benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2010 and 2009 and changes therein for the years then ended and its financial status as of January 1, 2010, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules – Schedule H, Line 4(i) – Schedule of Assets Held (at End of Year) and Schedule H, Line 4(j) – Schedule of Reportable Transactions, together referred to as "supplemental schedules" are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*UHY* LLP

Albany, New York  
October 7, 2011



**THE BARTON GROUP PENSION PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**December 31, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
<b>ASSETS</b>		
Investments at fair value:		
Pooled separate accounts	<b>\$ 9,025,740</b>	\$ 8,642,350
Employer contributions receivable	<b>334,716</b>	-
	<u><b>\$ 9,360,456</b></u>	<u><b>\$ 8,642,350</b></u>
Net assets available for benefits		

*See notes to financial statements.*

**THE BARTON GROUP PENSION PLAN**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
For the Years Ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
<b>ADDITIONS:</b>		
Investment income		
Net appreciation in fair value of investments	<u>\$ 684,590</u>	<u>\$ 1,743,889</u>
Total investment income	<u>684,590</u>	<u>1,743,889</u>
Employer contributions	<u>412,791</u>	<u>847,664</u>
Total net additions	<u>1,097,381</u>	<u>2,591,553</u>
<b>DEDUCTIONS:</b>		
Benefits paid to participants	<u>379,275</u>	<u>329,614</u>
Increase in net assets available for benefits	<u>718,106</u>	<u>2,261,939</u>
<b>NET ASSETS AVAILABLE FOR BENEFITS:</b>		
Beginning of year	<u>8,642,350</u>	<u>6,380,411</u>
End of year	<u><u>\$ 9,360,456</u></u>	<u><u>\$ 8,642,350</u></u>

*See notes to financial statements.*

**THE BARTON GROUP PENSION PLAN**  
**STATEMENT OF ACCUMULATED PLAN BENEFITS**  
**For the Period Ended January 1, 2010**

	<b>January 1, 2010</b>
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	<b>\$ 3,008,440</b>
Terminated vested participants	<b>1,364,876</b>
Other participants	<b>4,538,987</b>
	<b>8,912,303</b>
Nonvested benefits	<b>154,417</b>
Total present value of accumulated plan benefits	<b>\$ 9,066,720</b>

**THE BARTON GROUP PENSION PLAN**  
**STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS**  
**For the Period Ended January 1, 2010**

Increase (decrease) during the year attributable to:	
Benefits accrued	\$ 465,772
Benefits paid	(329,614)
Passage of time	652,223
Other	<u>(116,998)</u>
Net increase	671,383
Actuarial present value of accumulated plan benefits:	
January 1, 2009	<u>8,395,337</u>
January 1, 2010	<u>\$ 9,066,720</u>

# **THE BARTON GROUP PENSION PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

### **NOTE 1 – DESCRIPTION OF THE PLAN**

The following brief description of The Barton Group Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

#### **General**

The Plan is a noncontributory defined benefit pension plan covering substantially all employees of Barton Mines Corporation, Barton Mines Company, LLC and Virginia Abrasives Corporation (collectively, the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

#### **Eligibility**

Substantially all employees of the Company are eligible to participate in the Plan as of the first day of employment.

Effective at April 23, 2010, the Plan was amended to freeze new participation in the Plan. Participants who were in the Plan at April 23, 2010 continue to accrue benefits under the Plan. Employees who were employed after April 23, 2010 are no longer eligible to participate in this Plan.

#### **Pension Benefits**

Pension benefits begin at normal retirement date (the first day of the calendar month coincident with or immediately following an employee’s 65th birthday) for participant employees who have reached the normal retirement age (65) or leave the service of the Company with five or more years of service to the Company. However, a participant may postpone retirement until a later date. In such case, the pension benefits shall commence as of the first day of the calendar month coincident with or immediately following the date of retirement. The amount received at retirement is equal to one percent (1%) of the employee’s final average compensation up to the covered compensation, plus one and one-half percent (1.5%) of the excess over covered compensation, multiplied by the employee’s years of service up to a maximum of thirty (30) years. For participants prior to November 30, 1984, the calculated amount is reduced by the amount of the accrued benefit as of November 30, 1984 under a previous plan.

The employee’s final average compensation is calculated by taking the highest five consecutive years out of the participant’s last ten completed years prior to the date of determination, divided by five. Employees may elect to retire early from ages 55 to 64 as long as the employee has a minimum of ten (10) years of service with the Company. A portion of the accumulated plan benefits attributable to an employee is forfeited if an employee discontinues employment before rendering five years of service or attaining age 65. Unmarried employees receive their pension benefits in the form of a single life annuity. Married employees normally receive their pension benefits in the form of a qualified joint and survivor annuity but may elect, with spousal consent, to receive a single life annuity.

The Plan also includes supplementary benefits for early retirement for eligible employees who elected to retire as of December 31, 1984. Such benefits provide that no actuarial reduction be made for early retirement and provide a social security supplement equal to approximately twenty-five percent (25%) of Fund Average Salary until age 62.

**THE BARTON GROUP PENSION PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010 and 2009**

**NOTE 1 – DESCRIPTION OF THE PLAN (Continued)**

**Death Benefits**

A pre-retirement death benefit is provided if a participant dies after earning a vested accrued benefit, and before benefit payments have commenced. The surviving spouse receives a fifty percent (50%) survivor annuity provided that the participant and spouse have been married throughout the one-year period ending on the date of the participant's death.

**Vesting**

Participants are 100% vested after the completion of five years of service.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The accompanying financial statements have been prepared on the accrual basis of accounting.

**Investment Valuation and Income Recognition**

The Plan's investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of its investments, includes realized gains or losses on investments bought and sold during the year as well as unrealized appreciation (depreciation) on investments currently held.

**Accumulated Plan Benefits**

Accumulated plan benefits are those estimated future periodic payments that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be made to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits under the plan are based on an average of the employees' highest five consecutive years of compensation during their last ten years of service. The accumulated plan benefits for active employees are based on their average compensation during the five years ending on the valuation date. Benefits payable under all circumstances are included to the extent they are deemed attributable to employee service rendered to the valuation date.

**Payment of Benefits**

Benefit payments to participants are recognized upon distribution.

**Administrative Expenses**

The Company pays for the administrative costs of the Plan.

**THE BARTON GROUP PENSION PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010 and 2009**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Use of Estimates**

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

**Subsequent Events**

The Plan has evaluated subsequent events through October 7, 2011, the date the financial statements were available to be issued.

**NOTE 3 – INVESTMENTS**

Plan investments consist of shares of pooled separate accounts managed by Massachusetts Mutual Life Insurance Company (MassMutual). Investments are reported at fair value and are included in the financial statements as reported by MassMutual. The following table represents investments at December 31, 2010 and 2009. Investments that represent 5% or more of the Plan's net assets are separately identified (\*).

	<b>December 31, 2010</b>		<b>December 31, 2009</b>	
	<b>Units</b>	<b>Fair Value</b>	<b>Units</b>	<b>Fair Value</b>
Premier Short-Duration Bond	15,780	\$ 2,659,197 *	5,238	\$ 841,335 *
Select PIMCO Total Return	13,615	2,215,667 *	-	-
Cullen Value	7,359	931,321 *	11,474	1,320,368 *
Large Cap Growth	9,616	915,696 *	15,997	1,332,760 *
Small Cap Value	4,326	472,694 *	-	-
Select Indexed Equity	3,657	463,408	3,973	439,483 *
Premier Money Market	3,223	443,599	2,653	391,879
Premier Focused International	2,244	277,751	3,720	425,445
Europacific Growth	1,187	277,252	2,020	431,778
Select Small Cap Growth	935	184,609	2,800	451,671 *
Select Mid Cap Growth II	935	184,546	2,862	443,328 *
Select Strategic Bond	-	-	17,871	2,119,083 *
Small & Mid Cap Value	-	-	3,554	445,220 *
		<u>\$ 9,025,740</u>		<u>\$ 8,642,350</u>

**FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

**THE BARTON GROUP PENSION PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010 and 2009**

**NOTE 3 – INVESTMENTS (Continued)**

**FAIR VALUE MEASUREMENTS (Continued)**

**Level 1 Inputs**

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**

Inputs to the valuation methodology include:

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

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

**Level 3 Inputs**

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

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes to the methodology used at December 31, 2010 and 2009.

*Separate Investment Accounts:* Valued at the net asset value (NAV) of units held by the Plan at year end.

The method described above 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 table presents the fair value hierarchy for the Company's financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2010 and 2009:

<b>Assets at Fair Value as of December 31, 2010</b>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Pooled separated accounts:				
Index	\$ -	\$ 463,408	\$ -	\$ 463,408
Value	-	1,404,015	-	1,404,015
Growth	-	1,839,854	-	1,839,854
Fixed income	-	5,318,463	-	5,318,463
Total pooled separated accounts:	-	9,025,740	-	9,025,740
Total assets at fair value	\$ -	\$ 9,025,740	\$ -	\$ 9,025,740



**THE BARTON GROUP PENSION PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010 and 2009**

**NOTE 3 – INVESTMENTS (Continued)**

**FAIR VALUE MEASUREMENTS (Continued)**

**Level 3 Inputs (Continued)**

	<b>Assets at Fair Value as of December 31, 2009</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Pooled separated accounts:				
Index	\$ -	\$ 439,483	\$ -	\$ 439,483
Value	-	1,765,588	-	1,765,588
Growth	-	3,084,982	-	3,084,982
Fixed income	-	3,352,297	-	3,352,297
Total pooled separated accounts:	-	8,642,350	-	8,642,350
Total assets at fair value	\$ -	\$ 8,642,350	\$ -	\$ 8,642,350

**NOTE 4 – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS**

The actuarial present value of accumulated plan benefits is determined by the Plan's actuaries and is the amount that results from applying certain actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (using assumptions regarding death, disability, withdrawals and retirement) between the valuation date and the expected date of payment. Significant actuarial assumptions utilized in the valuation presented as of January 1, 2010 and January 1, 2009 are as follows: participant's life expectancy based on the IRC sec 430 2010 Static Tables for Annuitants and Non-annuitants in 2010 and IRC Sec 430 2009 Static tables for Annuitants and Non-annuitants in 2009, investment return based on January 2010 IRS segmented yield curve in 2010 and October, 2008 IRS full Yield Curve in 2009, salary scale was 4.0% in 2010 and 5.5% in 2009. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

**NOTE 5 – FUNDING POLICY**

The Company's funding policy is to make annual contributions to the plan as required under the minimum IRS funding requirements.

The method used to determine the value of assets used in the development of 2010 IRS minimum funding requirement was changed from IRS 3-year asset averaging method to market value.

**NOTE 6 – PLAN TERMINATION**

Although it has not expressed any intention 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 set forth in ERISA.

In the event the Plan terminates, the net assets of the Plan will be used to provide benefits to participants. The Company shall receive such amounts, if any, as may remain after the satisfaction of all liabilities of the Plan. Vested benefits are guaranteed, within certain limitations, by the Pension Benefit Guaranty Corporation, a nonprofit corporation within the Department of Labor.

**THE BARTON GROUP PENSION PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010 and 2009**

**NOTE 7 – TAX STATUS**

The Plan obtained its latest determination letter on September 18, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in accordance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan's management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan as required by generally accepted accounting principles, and has concluded that as of December 31, 2010, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is not subject to income tax examinations for years prior to 2007.

**NOTE 8 – PLAN AMENDMENTS**

Effective November 21, 2006, the Plan was amended (ninth amendment) to change the name of the Plan to "The Barton Group Pension Plan" and to exclude employees of the Company's Norfolk processing facility.

Effective November 21, 2006, the Plan was amended (tenth amendment) to change the plan year end to December 31 (previously June 30). The plan year commencing July 1, 2006 ended on December 31, 2006.

Effective for Plan years beginning in 2007, the Plan was amended (eleventh amendment) to define the Applicable Interest Rate as the annual rate of interest on 30-year Treasury securities, as specified by the Commissioner of Internal Revenue, for the third month preceding the Plan Year which contains the Annuity Starting Date. If and to the extent required, for the period beginning on January 1, 2007 and ending one year after the date of the adoption of the amendment (February 2, 2008) the Applicable Interest Rate will be determined under the provisions of the Plan in effect prior to January 1, 2007 (and as if the plan year had not changed), providing the resulting present value is larger.

Effective for the 2007 Plan year, the Plan was amended (twelfth amendment) to state that if a participant's date of initial employment (or return after a break in service) or date of retirement (or other separation from service) falls during the period July 1, 2006 through December 31, 2006 and the participant fails to complete the required 500 hours of service, he shall be granted pro rata credit for a partial year of credited service if the proportion of such hours of service divided by 500 is at least as great as the proportion of days during which the participant was employed during this period.

Effective January 1, 2008, the Plan was amended (thirteenth amendment) to amend the definition of Final Average Compensation to be the result obtained by dividing the total compensation of a participant during the five consecutive calendar years in which his compensation was highest within the last ten completed calendar years of employment, by five. If a participant has fewer than five consecutive calendar years of employment, his Final Average Compensation will be determined by the average of the total compensation during such period of employment.

Effective March 1, 2008, the Plan was amended (fourteenth amendment) to amend the definition of ineligible employees to include student seasonal employees, employees of the Company's Virginia Processing Facility and employees of the Company's Louisiana Processing Facility.

**THE BARTON GROUP PENSION PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010 and 2009**

**NOTE 8 – PLAN AMENDMENTS (Continued)**

Effective April 23, 2010, the Plan was amended (fifteenth amendment) to freeze participation in the Plan. Participants who were in the Plan at April 23, 2010 continue to accrue benefits under the Plan. Employees who were employed after April 23, 2010 are no longer eligible to participate in this Plan.

**NOTE 9 – RISKS AND UNCERTAINTIES**

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

Plan contributions are made and actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to the uncertainties inherent in the estimations and assumptions process, it is at least reasonably possibly that changes in these amounts in the near term could be material to the financial statements.

**NOTE 10 – RECONCILIATION OF FORM 5500**

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

	<u><b>2010</b></u>
Contributions per financial statements	\$ 412,791
Plus change in contributions receivable	<u>(334,716)</u>
Contributions per the Form 5500	<u><u>\$ 78,075</u></u>

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31, 2010:

	<u><b>2010</b></u>
Net assets available for plan benefits per financial statements	\$ 9,360,456
Less contributions receivable at end of year	<u>334,716</u>
Net assets available for plan benefits per Form 5500	<u><u>\$ 9,025,740</u></u>

**NOTE 11 – RELATED-PARTY TRANSACTIONS**

Certain plan investments are managed by Mass Mutual. Mass Mutual is the investment manager as defined by the plan, and therefore, these transactions qualify as party-in-interest transactions.

## **SUPPLEMENTAL SCHEDULES**

# THE BARTON GROUP PENSION PLAN

## SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Employer ID #23-1624372

Plan # 003

December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Current Value
*	Mass Mutual	Prem Short-Duration Bond (Babson)	\$ 2,584,044	\$ 2,659,197
*	Mass Mutual	Select PIMCO Total Return	2,088,964	2,215,667
*	Mass Mutual	Cullen Value (Pioneer)	656,437	931,321
*	Mass Mutual	Large Cap Growth (Eaton Vance)	587,905	915,696
*	Mass Mutual	Small Cap Value	434,977	472,694
*	Mass Mutual	Select Indexed Equity (Northern Trust)	304,809	463,408
*	Mass Mutual	Premier Money Market (Babson)	443,599	443,599
*	Mass Mutual	Premier Focused International (Baring)	232,236	277,751
*	Mass Mutual	Europacific Growth (American Funds)	217,863	277,252
*	Mass Mutual	Select Small Cap Growth (W&R/Wellington)	145,565	184,609
*	Mass Mutual	Select Mid Cap Growth II (T.Rowe Price)	134,131	184,546
			<u>\$ 7,830,530</u>	<u>\$ 9,025,740</u>

\* Party-in-interest.

# THE BARTON GROUP PENSION PLAN

## SCHEDULE H, LINE 4(j) - SCHEDULE OF REPORTABLE TRANSACTIONS

Employer ID #23-1624372

Plan # 003

December 31, 2010

(a) Identity of Party involved	(b) Description of asset (include interest rate and maturity in case of a loan	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense incurred with transactions	(g) Cost of asset	(h) Current Value of Asset on transaction date	(i) Net gain
Mass Mutual	Prem Short-Duration Bond	\$ 1,729,661	\$ -	N/A	\$ -	\$ 1,729,661	\$ 1,729,661	\$ -
Mass Mutual	Small & Mid Cap Value	\$ -	\$ 510,987	N/A	\$ -	\$ 457,229	\$ 510,987	\$ 53,758
Mass Mutual	Large-Cap Growth	\$ -	\$ 529,354	N/A	\$ -	\$ 529,354	\$ 529,354	\$ -
Mass Mutual	Select Strategic Bond	\$ -	\$ 2,232,526	N/A	\$ -	\$ 1,882,534	\$ 2,232,526	\$ 349,992
Mass Mutual	Small Cap Value	\$ 483,192	\$ -	N/A	\$ -	\$ 483,192	\$ 483,192	\$ -
Mass Mutual	Cullen Value	\$ -	\$ 457,861	N/A	\$ -	\$ 373,925	\$ 457,861	\$ 83,936
Mass Mutual	Total Return	\$ 2,201,288	\$ -	N/A	\$ -	\$ 2,201,288	\$ 2,201,288	\$ -