

ROLLINS INC
Form 11-K
June 23, 2010
[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 31, 2009.

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission file number 1-4422

A. Full title of the plan and address of the plan, if different from that of issuer named below:

Western Industries North, Inc.

Western Industries Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive offices:

ROLLINS, INC.

2170 PIEDMONT ROAD, N.E.

ATLANTA, GA 30324

Table of Contents

Western Industries Retirement Savings Plan

Financial Statements

December 31, 2009 and 2008

Contents

<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	3
AUDITED FINANCIAL STATEMENTS:	
<u>Statements of Net Assets Available for Benefits</u>	4
<u>Statement of Changes in Net Assets Available for Benefits</u>	5
<u>Notes to Financial Statements</u>	6-15
<u>SUPPLEMENTAL SCHEDULE:</u>	16
<u>Schedule of Assets (Held at End of Year)</u>	17
<u>Signatures</u>	18
<u>Ex-23.1 Consent – Independent Registered Public Accounting Firm</u>	19

Note: Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrator and Participants of the

Western Industries Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of **Western Industries Retirement Savings Plan** (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. 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 the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. 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, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets held at end of year as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is 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. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Windham Brannon, P.C.

Atlanta, Georgia

June 16, 2010

Table of Contents

WESTERN INDUSTRIES

RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

	2009	2008
<u>ASSETS</u>		
INVESTMENTS, at fair value:		
Mutual funds	\$ 20,109,194	\$ 15,491,659
Participant loans	1,290,626	1,100,592
Rollins, Inc. common stock	533,625	1,833,325
Synthetic Guaranteed Investment Contract	26,038,906	22,235,590
Total Investments	47,972,351	40,661,166
CONTRIBUTION RECEIVABLES:		
Employer	999,011	899,227
Total Assets	48,971,362	41,560,393
<u>LIABILITIES</u>		
EXCESS CONTRIBUTIONS PAYABLE		1,252
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	48,971,362	41,559,141
Adjustment from fair value to contract value relating to fully benefit-responsive investment contracts	(767,147)	(330,340)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 48,204,215	\$ 41,228,801

The accompanying notes are an integral part of these financial statements.

Table of Contents**WESTERN INDUSTRIES****RETIREMENT SAVINGS PLAN****STATEMENT OF CHANGES IN NET ASSETS****AVAILABLE FOR BENEFITS****For The Year Ended December 31, 2009**

ADDITIONS:	
Investment Income:	
Net change in fair value of mutual funds	\$ 4,432,695
Net change in contract value of Synthetic GIC	1,124,653
Interest income on participant loans	83,413
Net change in fair value of Rollins, Inc. common stock	91,478
Dividend income on Rollins, Inc. common stock	21,773
Total Investment Gain	5,754,012
CONTRIBUTIONS:	
Participants	1,830,662
Employer	1,441,300
Rollovers	61,233
Total Contributions	3,333,195
Total Additions	9,087,207
DEDUCTIONS :	
Distributions to participants	2,076,617
Participant transaction charges	26,610
Total Deductions	2,103,227
TRANSFERS INTO PLAN	
TRANSFERS OUT OF PLAN	
	(8,566)
NET INCREASE	6,975,415
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	41,228,801
End of year	\$ 48,204,215

The accompanying notes are an integral part of these financial statements.

Table of Contents

Western Industries Retirement Savings Plan

Notes to Financial Statements

As of December 31, 2009 and 2008

1. DESCRIPTION OF PLAN

The following description of the Western Industries Retirement Savings Plan (the Plan) is provided for general information purposes. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, as amended and restated, is a defined contribution plan covering eligible employees of Western Industries - North, LLC (the Company and the Plan Sponsor) and Western Industries - South, LLC. Rollins, Inc. is the Company's parent. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan administrator has the discretion to provide for transfer to and from defined contribution plans maintained by related companies. This provision is intended primarily to facilitate the periodic transfers to and from the Rollins 401(k) Plan (Rollins Plan), without requiring participant elections, but may also apply to other 401(k) plans from other acquisitions.

Effective January 1, 2009, the Plan was amended to designate the Plan investment fund invested primarily in Rollins, Inc. Common Stock as an employee stock ownership plan within the meaning of Section 4975(e)(7) of the Internal Revenue Code (the Code). Effective January 1, 2009, the Administrative Committee may allow participants to elect to receive dividends on Rollins, Inc. Common Stock or to have such dividends paid to the Plan and reinvested in Rollins, Inc. Common Stock. Also effective January 1, 2009, participants may exercise voting, tendering and similar rights with respect to shares of Rollins, Inc. Common Stock held in their accounts under the Plan.

Eligibility

Employees are eligible to participate in the Plan following completion of three months of service for fulltime employees and one year of service in which at least 1,000 hours of work was completed for non-fulltime employees.

Table of Contents

Western Industries Retirement Savings Plan

Notes to Financial Statements

As of December 31, 2009 and 2008

Contributions

Eligible employees are automatically enrolled in the Plan, and pre-tax contributions are withheld at 3% of eligible compensation, unless the employee elects differently. Participants may elect to contribute up to 75% of eligible compensation as defined by the Plan, subject to a maximum of \$16,500 in 2009. Participants age 50 or older may also make additional "catch-up" contributions limited to \$5,500 in 2009. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers). The Company matches each participant's contribution equal to \$0.50 for each \$1.00 contributed limited to the first 3% of the participant's compensation. The Company match is contributed to employees each pay period. To receive the true-up contribution, the participant must be employed on December 31st.

Discretionary contributions made by the Company under a profit sharing program are determined at the end of the year by the Company's Board of Directors. Participants whose compensation is in excess of the Social Security taxable wage base receive an allocation equal to the greater of 5.7% or a percentage equal to the Social Security contribution rate in effect at the beginning of the Plan year of such excess compensation. The contributions remaining after making the allocation, if any, are allocated to all eligible participants based on the ratio of a participant's compensation to the total compensation of all eligible participants, provided the participant has completed 1,000 hours of service during the Plan year and is an employee on the last day of the Plan year. No discretionary profit sharing contributions were made in 2009.

Additional discretionary Company contributions are determined at the end of the year by the Company's Board of Directors. The Company can elect to provide an additional discretionary contribution up to three percent of a participant's compensation. To be eligible for the additional discretionary contribution the participant must be actively employed on the last day of the Plan's year and have completed 1,000 hours of service during the Plan year. An additional discretionary contribution of \$991,883 was made for 2009.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, the Company's contribution and earnings on the investments in their account, and is charged with specific transaction fees. Participants direct the investment of their contributions and any Company contributions into various investment options offered by the Plan. The Company currently offers twelve mutual funds, one synthetic guaranteed investment contract, and Rollins, Inc. Common Stock as investment options for participants. Participants may change their investment options on a daily basis. Effective October 1, 2008, the default investment fund will be selected by the Administrator. The Administrator has elected to change the default investment option to GoalMaker (an asset allocation model based on the participants expected retirement date which includes various fund options offered by the Plan) beginning with new enrollees on April 1, 2009. Contributions previously being defaulted into the Dodge & Cox

Table of Contents

Western Industries Retirement Savings Plan

Notes to Financial Statements

As of December 31, 2009 and 2008

Fund will be defaulted into the Oakmark Equity and Income Fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant Loans

Participants may obtain loans from the Plan up to 50% of their vested account balance or \$50,000, whichever is less, with a minimum of \$1,000. Loans bear interest at a reasonable rate commensurate with current interest rates charged for loans made under similar circumstances by persons in the business of lending money, are collateralized by a participant's account balance and may not exceed 5 years, or 15 years if used for the purchase of a residence. Loans are generally payable through payroll deductions and only one loan may be outstanding at a time.

Vesting

Participants are vested immediately in their contributions, plus actual earnings thereon. Upon normal retirement, disability, or death each participant is 100% vested in the Company's contributions. Effective January 1, 2007, participants receive a percentage of additional discretionary and profit sharing contributions based on the following schedule:

Years of Credit Service	of Vesting
Less than 2 years	0%
Between 2 and 3 years	20%
Between 3 and 4 years	40%
Between 4 and 5 years	60%
Between 5 and 6 years	80%
6 years or more	100%

Participants hired prior to January 1, 2007 receive a percentage of additional discretionary and profit sharing contributions based on a vesting schedule that begins after 3 years and earns 20% each year thereafter through seven years of service.

Table of Contents**Western Industries Retirement Savings Plan****Notes to Financial Statements****As of December 31, 2009 and 2008**

A participant's vested percentage in the Company match contributions is determined in accordance with the following schedule:

Years of Credit Service	of Vesting
Less than 1 year	0%
Between 1 and 2 years	20%
Between 2 and 3 years	40%
Between 3 and 4 years	60%
Between 4 and 5 years	80%
5 years or more	100%

Forfeitures

Forfeitures are created when participants terminate employment before becoming vested in the Company's contributions. Forfeitures were \$968 at December 31, 2009 and \$1,823 at December 31, 2008. Forfeitures are used to reduce employer matching contributions to the Plan. Forfeitures of \$37,171 were used in 2009 to reduce the Company match.

Payment of Benefits

Upon retirement, death, total and permanent disability, or termination for any reason, the participant, or their beneficiary, may receive the total value of their vested account in either a single lump-sum payment in cash, installments over a period of not more than a participant's assumed life expectancy, in partial withdrawals, or in a joint and 100% survivor annuity. For participants who have attained age 70½, payments are made in accordance with minimum annual amounts as described in applicable sections of the Internal Revenue Code.

Withdrawals of all or any part of vested contributions during employment are permitted only under hardship circumstances which are set forth in accordance with applicable sections of the Internal Revenue Code and approved by the Plan Administrator. Only two withdrawals of such contributions are allowed in any 12-month period as after a hardship withdrawal, a participant may not make contributions into their account for a period of six months. A participant who reaches age 59½ can withdraw any portion of their vested account. Only one such withdrawal is allowed in any 12-month period.

Edgar Filing: ROLLINS INC - Form 11-K

Effective January 1, 2009, the Administrative Committee may allow participants to elect to have dividends paid on Rollins, Inc. Common Stock distributed in cash or paid to the Plan and reinvested in Rollins, Inc. Common Stock.

Table of Contents

Western Industries Retirement Savings Plan

Notes to Financial Statements

As of December 31, 2009 and 2008

Participant Transaction Charges

All loan fees, investment transaction fees, and recordkeeping fees are paid by participants in the Plan. Loan fees are charged directly to the participant requesting the loan, and transaction fees and recordkeeping fees are netted with appreciation/depreciation in fair value in each participant's account. The Plan Sponsor paid all other administrative expenses of the Plan during 2009.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

Use of Estimates

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

Contributions

Employee contributions, and the related match, are considered payable to the Plan upon the withholding of such contributions from the participant's paycheck.

Discretionary contributions determined at the end of the year are considered payable to the Plan at the Plan's year-end.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Investments in mutual funds and common stock are stated at the quoted market prices on the last business day of the Plan year. The fair value of the synthetic guaranteed investment contract (GIC) is based on the market value of the underlying collateral portfolio. The participant loans are valued at their outstanding balances, which approximate fair value. Securities transactions are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net change in fair value of mutual funds includes realized and unrealized gains and losses on those investments and dividends on mutual funds.

Table of Contents**Western Industries Retirement Savings Plan****Notes to Financial Statements****As of December 31, 2009 and 2008**

Because the synthetic GIC is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the synthetic GIC because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contract as well as the adjustment from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Synthetic GIC

The synthetic GIC is considered to be fully benefit-responsive. The synthetic GIC is a wrap contract paired with underlying investments which are owned by the Plan. The underlying investments consist of high-quality, intermediate fixed income securities. Because the synthetic GIC is fully-benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the synthetic GIC. The contract value represents contributions made under the contract, plus earnings, and less participant withdrawals. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. The wrapper contract relating to the synthetic GIC was purchased through Prudential Bank & Trust, FSB, and has a fair value of \$0 at December 31, 2009 and 2008, based on the expected replacement cost of the contract. The crediting interest rate on the synthetic GIC is determined using an explicit formula specified in the interest schedule within the synthetic GIC contract. The rate is reset every six months. The average yields on the synthetic GIC based on actual earnings and interest rate credited to participants for the year ended December 31, 2009 and 2008 are as follows:

	December 31, 2009	December 31, 2008
Based on actual earnings	3.4%	4.4%
Based on interest rate credited to participants	4.7%	4.3%

The contracts are general obligations of the issuer and are subject to credit risk based on the ability of the insurance companies to meet interest or principal payments or both as they become due.

Benefit Payments

Benefits are recorded when paid.

Table of Contents**Western Industries Retirement Savings Plan****Notes to Financial Statements****As of December 31, 2009 and 2008****3. INVESTMENTS**

Investments at December 31, 2009 and 2008 that represent 5% or more of the Plan's net assets are as follows:

	2009		2008
Synthetic GIC:			
Prudential Guaranteed Fund - Western	\$ 25,271,759	\$	22,235,590
Mutual Funds:			
Vanguard Winsor II Adm Fund	4,502,553		3,652,246
Growth Fund of America R4 Fund	2,963,750		*
American Europacific Growth R4 Fund	2,843,242		2,337,274

* Investment is less than 5% of the Plan's net assets.

Generally accepted accounting principles establish a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three levels. The fair value hierarchy gives the highest priority to quoted market prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Level 2 inputs are inputs from quoted market prices in active markets for similar assets and liabilities, which are observable for the asset or liability, either directly or indirectly. The Plan uses Level 1 inputs when available as Level 1 inputs generally provide the most reliable evidence of fair value.

Certain investments are reported at fair value on a recurring basis in the statements of net assets available for benefits. The following methods and assumptions were used to estimate the fair values:

Mutual funds and common stock These investments consist of various publicly-traded mutual funds and common stock. The fair values are based on quoted market prices for the identical securities.

Synthetic GIC - The synthetic GIC is a wrap contract paired with underlying investments which are owned by the Plan. The underlying investments consist of high-quality, intermediate fixed income securities. The trust's crediting interest rate on the synthetic GIC is determined

Edgar Filing: ROLLINS INC - Form 11-K

using an explicit formula specified in the interest schedule within the synthetic GIC contract and is categorized in level 2 of the fair value hierarchy table.

Table of Contents**Western Industries Retirement Savings Plan****Notes to Financial Statements****As of December 31, 2009 and 2008**

Fair value information for investments that are measured at fair value on a recurring basis is as follows at December 31, 2009 and 2008:

	Fair Value Measurements at December 31, 2009			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value Measurement
Mutual funds	\$ 20,109,194	\$	\$	\$ 20,109,194
Rollins, Inc. common stock	533,625			533,625
Synthetic GIC		26,038,906		26,038,906
Total investments, at fair value	\$ 20,642,819	\$ 26,038,906	\$	\$ 46,681,725

	Fair Value Measurements at December 31, 2008			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value Measurement
Mutual funds	\$ 15,491,659	\$	\$	\$ 15,491,659
Rollins, Inc. common stock	1,833,325			1,833,325
Synthetic GIC		22,235,590		22,235,590
Total investments, at fair value	\$ 17,324,984	\$ 22,235,590	\$	\$ 39,560,574

The Plan invests in various investment securities, which are exposed to various risks such as interest rate, market, and credit risks. The fair value of investment securities fluctuates, and it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the statement of net assets available for benefits.

Table of Contents

Western Industries Retirement Savings Plan

Notes to Financial Statements

As of December 31, 2009 and 2008

4. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated February 16, 2005 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax. The Plan has filed for a new determination letter from the Internal Revenue Service.

5. TRANSACTIONS WITH PARTIES-IN-INTEREST

At December 31, 2009 and 2008, respectively, the Plan held approximately 28,000 units and 101,000 units of Rollins, Inc. Common Stock. The fair value of the Plan's investment in Rollins, Inc. Common Stock at December 31, 2009 and 2008 was approximately \$534,000 and \$1,833,000, respectively. During 2009, the Plan received \$21,773 in dividends in Rollins, Inc. Common Stock, which was used to purchase additional shares of common stock.

At December 31, 2009, the Plan investments include a synthetic GIC that is managed directly by Prudential Retirement Insurance and Annuity Company (Prudential). Prudential is the custodian as defined by the Plan; therefore, this transaction qualifies as a party-in-interest transaction.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	\$ 48,204,215	\$ 41,228,801
Plus: Adjustment from contract value to fair value for fully benefit-responsive investment contract	767,147	

Edgar Filing: ROLLINS INC - Form 11-K

Less: employer contributions receivable at end of year	(999,011)	(899,227)
Plus: excess contributions at end of year		1,252
Net assets available for benefits per the Form 5500	\$ 47,972,351	\$ 40,330,826

Table of Contents**Western Industries Retirement Savings Plan****Notes to Financial Statements****As of December 31, 2009 and 2008**

The following is a reconciliation of total additions to the Plan per the financial statements to the Form 5500 for the year ended December 31, 2009:

Total additions per the financial statements	\$ 9,087,207
Less: employer contributions receivable at end of year	(999,011)
Add: excess contributions at end of year	
Add: employer contributions receivable at beginning of year	899,227
Less: excess contribution at beginning of year	(1,252)
Add: current year adjustment from contract value to fair value for fully benefit-responsive investment contract	767,147
Less: prior year adjustment from contract value to fair value for fully benefit-responsive investment contract	
Total additions per the Form 5500	\$ 9,753,318

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Internal Revenue Code. In the event of Plan termination, participants become fully vested.

Table of Contents

Supplemental Schedule

16

Table of Contents**WESTERN INDUSTRIES****RETIREMENT SAVINGS PLAN****SCHEDULE H, PART IV, LINE 4i****SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES****DECEMBER 31, 2009**

(a)	(b)	(c)	(e)
Identity of Issuer, Borrower, Lessor or Similar Party		Description of Investment	Current Value
		Mutual Funds:	
	Pimco Institutional Funds	Pimco Total Return Institutional Fund	\$ 2,309,251
	Alger Funds	Alger Mid Cap Growth Institutional I Fund	1,604,765
	Victory Funds	Victory Diversified Stock A Fund	462,700
	Vanguard Funds	Vanguard Windsor II Adm Fund	4,502,553
	Vanguard Funds	Vanguard 500 Index Fund	530,343
	T. Rowe Price Funds	T. Rowe Price New Horizons Fund	1,196,851
	American Funds	Growth Fund of America R4 Fund	2,963,750
	Goldman Sachs Funds	Goldman Sachs Mid Cap Value A Fund	1,105,137
	DWS Funds	DWS Small Cap Value A Fund	445,376
	American Funds	Capital World Growth R4 Fund	180,940
	American Funds	American Europacific Growth R4 Fund	2,843,242
	Oakmark	Equity & Income	1,964,286
*	Prudential	Prudential Guaranteed Funds, Western	25,271,759
*	Rollins, Inc.	Common Stock	533,625
*	Participant loans	Interest rates from 5% to 10.5%	1,290,626
			\$ 47,205,204

*Indicates a party-in-interest to the Plan

Table of Contents

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTERN INDUSTRIES RETIREMENT SAVINGS PLAN

(Registrant)

Date: June 21, 2010

By: /s/SG Petouvis
SG Petouvis
Director of Human Resources

Table of Contents

INDEX OF EXHIBITS

Exhibit Number

(23.1) Consent of Windham Brannon, P.C., Independent Registered Public Accounting Firm.