Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BEALLS EMPLOYEES SAVINGS TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1967

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
BEALL S INC

1806 38TH AVENUE EAST
BRADENTON, FL 34208

2b Employer Identification Number (EIN) 59-0243800

2c Sponsor's telephone number 941-744-4309

2d Business code (see instructions) 448140

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	06/02/2010	MICHAEL MADDALONI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

MICHAEL MADDALONI
BEALLS INC.
1806 38TH AVENUE EAST
BRADENTON, FL 34208

3b Administrator's EIN: 59-0243800

3c Administrator's telephone number: 941-744-4309

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**	9221
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**	8289
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	489
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	8778
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	8778
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	6892
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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:

2T 2S 2R 2K 2J 2G 2F 2E

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEALLS EMPLOYEES SAVINGS TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BEALL S INC

D Employer Identification Number (EIN)
59-0243800

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

GREATBANC TRUST CO.

801 WARRENVILLE ROAD
SUITE 500
LISLE, IL 60532

36-3681493

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	NONE	22311	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TRENAM, KEMKER, ET. AL.

101 EAST KENNEDY BLVD
SUITE 2700
TAMPA, FL 33602

59-1772042

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
22	NONE	6778	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHRISTOPHER, SMITH & LEONARD

1001 3RD AVENUE WEST
SUITE 700
BRADNTON, FL 34205

59-2142260

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	20000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER CONSULTING

3475 PIEDMONT ROAD NE
SUITE 800
ATLANTA, GA 30305

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
20	NONE	30398	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HOULIHAN, LOKEY, HOWARD &

1930 CENTURY PARK WEST
LOS ANGELES, CA 90067

94-3260948

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	152660	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WACHOVIA BANK, N.A.

1525 WEST WT HARRIS BLVD
CHARLOTTE, NC 28288

22-1147033

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	NONE	288644	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEALLS EMPLOYEES SAVINGS TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BEALL S INC

D Employer Identification Number (EIN)
59-0243800

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE FUND E

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2250951-001	C	22186745

a Name of MTIA, CCT, PSA, or 103-12 IE: ENHANCED STOCK MARKET FUND

b Name of sponsor of entity listed in (a): WACHOVIA BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
56-6288528-001	C	3544311

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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 plan sponsor	**c** EIN-PN

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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 plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEALLS EMPLOYEES SAVINGS TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BEALL S INC

D Employer Identification Number (EIN)
59-0243800

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	93074	65399
(2) Participant contributions	1b(2)		131416
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	96870	197890
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	27636602	25731056
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	17160783	23779378
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	3356372	3609105
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	48343701	53514244
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	93074	65399
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	34048	69865
k	Total liabilities (add all amounts in lines 1g through1j)	1k	127122	135264
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	48216579	53378980

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	311148	
	(B) Participants	2a(1)(B)	4777272	
	(C) Others (including rollovers)	2a(1)(C)	12901	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5101321
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	521232	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		521232
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	6652694	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		6652694
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		12275247
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6520551	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6520551
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	592295	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		592295
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7112846
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		5162401
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] 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 [X] No

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

(1) Name: CHRISTOPHER, SMITH & LEONARD, P.A. (2) EIN: 59-2142260

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		15000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEALLS EMPLOYEES SAVINGS TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BEALL S INC

D Employer Identification Number (EIN)
59-0243800

Part I Distributions

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

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

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

EIN(s): 56-1354495

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 0

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year **6a** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c** 0

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

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

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

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

CSL Christopher, Smith, Leonard, Bristow & Stanell, P.A.
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Trustees and Administrative Committee
of the Beall's Employees' Savings Trust

We have audited the accompanying statements of net assets available for benefits of Beall's Employees' Savings Trust (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years 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, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the years 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 of assets held at end of year as of December 31, 2009, and reportable transactions for the year ended December 31, 2009, together referred to as "supplemental information," are presented for purposes 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 information is the responsibility of the Plan's management. The supplemental information has 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.

Christopher, Smith, Leonard,
Bristow + Stanell, P.A.

CHRISTOPHER, SMITH, LEONARD,
BRISTOW & STANELL, P.A.

May 21, 2010
Bradenton, Florida

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BEALL'S EMPLOYEES' SAVINGS TRUST

FINANCIAL STATEMENTS

AND SUPPLEMENTAL FINANCIAL INFORMATION

DECEMBER 31, 2009 AND DECEMBER 31, 2008

BEALL'S EMPLOYEES' SAVINGS TRUST
FINANCIAL STATEMENTS AND
SUPPLEMENTAL FINANCIAL INFORMATION
DECEMBER 31, 2009 AND DECEMBER 31, 2008

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CSL Christopher, Smith, Leonard, Bristow & Stanell, P.A.
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Trustees and Administrative Committee
of the Beall's Employees' Savings Trust

We have audited the accompanying statements of net assets available for benefits of Beall's Employees' Savings Trust (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years 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, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the years 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 of assets held at end of year as of December 31, 2009, and reportable transactions for the year ended December 31, 2009, together referred to as "supplemental information," are presented for purposes 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 information is the responsibility of the Plan's management. The supplemental information has 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.

Christopher, Smith, Leonard,
Bristow + Stanell, P.A.

CHRISTOPHER, SMITH, LEONARD,
BRISTOW & STANELL, P.A.

May 21, 2010
Bradenton, Florida

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BEALL'S EMPLOYEES' SAVINGS TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2009	December 31, 2008
ASSETS		
Investments, at fair value	$ 53,317,429	$ 48,250,627
Receivables:		
Employer contributions	65,399	93,074
Participants' contributions	131,416	-
	196,815	93,074
Total assets	53,514,244	48,343,701
LIABILITIES		
Accounts payable and accrued expenses	65,399	93,074
Excess contributions payable	69,865	34,048
	135,264	127,122
NET ASSETS AVAILABLE FOR BENEFITS	$ 53,378,980	$ 48,216,579

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

BEALL'S EMPLOYEES' SAVINGS TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED

	December 31, 2009	December 31, 2008
ADDITIONS:		
Investment income		
Net appreciation/(depreciation) in fair value of investments	$ 6,652,694	$ (14,631,718)
Interest and dividends	521,232	364,500
	7,173,926	(14,267,218)
Contributions:		
Employer's	311,148	486,435
Participants'	4,790,173	5,629,470
	5,101,321	6,115,905
TOTAL ADDITIONS	12,275,247	(8,151,313)
DEDUCTIONS:		
Benefits paid to participants	6,520,551	11,305,331
Administrative expenses	592,295	726,169
TOTAL DEDUCTIONS	7,112,846	12,031,500
NET INCREASE (DECREASE)	5,162,401	(20,182,813)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	48,216,579	68,399,392
End of year	$ 53,378,980	$ 48,216,579

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

NOTE A – DESCRIPTION OF PLAN

The following description of the Beall's Employees' Savings Trust (hereafter referred to as the Plan) provides only general information. Refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution and tax deferred savings Plan covering all eligible employees of Beall's, Inc. and wholly owned subsidiaries and affiliates, the Plan Sponsor and administrator, (hereinafter referred to as the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees are eligible to become a participant in the Plan on the first day of the second calendar quarter after their date of hire. Newly eligible employees are automatically enrolled in the Plan at a pre-tax contribution rate of 3%, unless they elect otherwise prior to the date first eligible.

Third Party Administrator

Wachovia Bank is the third party administrator of the Plan. Wachovia provides access to various investment options, into which participants may direct their contributions into the Plan. Participant accounts are credited for contributions and earnings on their investments and charged for any withdrawals, losses on their investments and fund specific management expenses charged by Wachovia.

In October 2008, Wachovia Bank was purchased by Wells Fargo & Company. There were no changes in the services provided to the plan as a result of this transaction.

Participant Accounts

Each participant's account is credited with the participant's pre-tax contribution, an allocation of the Company's contribution, if any, and fund earnings. The participant's account is also credited with any before-tax amounts the participant rolls over into the Plan from an eligible employer plan or conduit IRA. Participant accounts may also consist of after-tax amounts which were allowed to be contributed in previous Plan years.

Participants had the following investment options in the Plan at December 31, 2009: American Funds the Growth Fund of America R5, Enhanced Stock Market Fund of Wachovia, American Funds EuroPacific Growth Fund R5, Dodge & Cox Balanced Fund, Lord Abbett Small Cap Value Fund I, Beall's Stock Fund, AIM Real Estate Fund I, Dreyfus Mid Cap Index Fund, T. Rowe Price Institutional Large Cap Value Fund, Vanguard Target Retirement 2010 Fund, Vanguard Target Retirement 2020 Fund, Vanguard Target Retirement 2030 Fund, Vanguard Target Retirement 2040 Fund, Vanguard Target Retirement 2050 Fund, Vanguard Target Retirement Income Fund, Vanguard Total Bond Market Index Signal Fund, Vanguard Inflation-Protected Securities Fund, and Wells Fargo Stable Value Fund Class E. Participants also had the opportunity to choose other investments through a self-managed account.

NOTE A - DESCRIPTION OF PLAN - CONTINUED

Participant Accounts - Continued

Participants had the following investment options in the Plan at December 31, 2008: American Funds the Growth Fund of America R5, Enhanced Stock Market Fund of Wachovia, American Funds EuroPacific Growth Fund R5, Dodge & Cox Balanced Fund, Lord Abbett Small Cap Value Fund I, Beall's Stock Fund, AIM Real Estate Fund I, Wachovia Diversified Stable Value Fund, Dreyfus Mid Cap Index Fund, T. Rowe Price Institutional Large Cap Value Fund, Vanguard Target Retirement 2010 Fund, Vanguard Target Retirement 2020 Fund, Vanguard Target Retirement 2030 Fund, Vanguard Target Retirement 2040 Fund, Vanguard Target Retirement 2050 Fund, Vanguard Target Retirement Income Fund, and Vanguard Total Bond Market Index Signal Fund. Participants also had the opportunity to choose other investments through a self-managed account.

For 2008, participants were limited to contributing no more than 10% of their total contributions (employee pre-tax, Company contributions and rollover) into the Beall's Stock Fund. Effective January 1, 2009, participants were no longer allowed to make contributions into the Beall's Stock Fund. Participants may also initiate fund transfers for their existing balances in any investment option, generally at any time with the exception of the Beall's Stock Fund. However, some fund managers impose timing restrictions on fund transfers to prevent excessive trading. Transfers of funds invested in the Beall's Stock Fund to other available funds are limited to certain days, near the beginning of each calendar quarter as established by the Plan Administrator. Transfers from another investment fund into the Beall's Stock Fund are prohibited.

Contributions

Most participants may contribute to the Plan on a pre-tax basis up to a maximum amount of $16,500 and $15,500 for 2009 and 2008, respectively. Certain highly compensated employees were limited to contributing no more than 8% of their compensation into the Plan in 2009 and 2008. Participants may change their contribution percentage at any time with the change to become effective as soon as administratively practicable. The participants may also change their investment options for ongoing contributions at any time and the change will be effective as soon as administratively practicable.

The amount of Company contributions are determined each year by the Beall's, Inc. Board of Directors, and the amounts vary annually based on profits of the Company, but not to exceed the maximum amount allowable by the Internal Revenue Service. These contributions may take the form of matching contributions to participants who contribute a portion of their compensation to the Plan, qualified matching account contributions, qualified non-elective contributions to the non-highly compensated employees (to correct for Plan failure of IRS required discrimination tests) and reimbursement of certain Plan expenses. For the Plan years ended December 31, 2009 and 2008, there was no Company match.

NOTE A - DESCRIPTION OF PLAN - CONTINUED

Vesting

Participants are immediately 100% vested in their pre-tax contribution, after-tax contribution, rollover, qualified matching account contribution and non-elective contribution accounts plus earnings thereon. Vesting in the profit sharing and company match accounts is based on years of service as defined by the Plan, with 100% vesting to occur after six years of service. Additionally, participants become fully vested in all of their accounts in the event of disability, death or attaining Normal Retirement Date while employed.

Payment of Benefits

Upon separation from service, a participant with an account balance of greater than $5,000 may elect to leave their account balance in the Plan until Normal Retirement Date, receive a lump sum distribution or may rollover their balance to a qualified retirement plan.

Upon separation from service, participants with an account balance which exceeds $1,000 but is not more than $5,000 may elect to receive a lump sum distribution or a rollover distribution of their vested balance to a qualified retirement plan. If no election is made by the participant, the Plan will make a distribution as a direct rollover to an individual retirement account as designated by the Plan Administrator.

Upon separation from service, participants with an account balance of less than $1,000 will receive a lump sum distribution or, if elected, a rollover distribution of the entire vested balance into a qualified retirement plan.

Participants who are still working for the Company may elect to withdraw all or a portion of their rollover contribution and after-tax contribution accounts at any time, subject to one such withdrawal per calendar quarter.

Participants who are still working for the Company and have attained age 59-1/2 may elect to withdraw all or a portion of their employee pre-tax contribution account, after-tax contribution account and any 100% vested Company matching contribution accounts. One withdrawal per calendar quarter is allowed.

All participants who are still employed by the Company, have attained age 70-1/2 and are 5% owners, as defined by the Internal Revenue Service (IRS), will annually receive the required minimum distributions.

All participants who are still working for the Company and have not attained the age of 59 1/2 may receive a distribution of the sum of their employee pre-tax contributions less previous withdrawals and other distributions, excluding any portion of such account invested in the Beall's Stock Fund, in the event of a financial hardship as defined by the Internal Revenue Service.

NOTE A - DESCRIPTION OF PLAN - CONTINUED

Forfeitures

Forfeitures for the non-vested portion of terminated participants' accounts can be used to reduce the Company's matching contribution. Beginning in 2008, forfeitures can be used to pay plan expenses when there is no Company matching contribution. At December 31, 2009 and 2008, eligible forfeited non-vested accounts totaled $6,564 and $76,640, respectively. Forfeitures in the amount of $101,587 were used during 2009 to pay plan expenses, as there was no Company matching contribution.

Plan Expenses

The Company pays for all expenses incurred in administering the Plan with the exception of the administrative and trustee fees associated with the Beall's Stock Fund, and investment management expenses charged by Wachovia, which are borne by the participants. Terminated participants with balances of greater than $5,000 are charged an annual account maintenance fee, beginning the second January after their date of termination. Beginning in 2008, forfeitures for the non-vested portion of terminated participants' accounts can be used to reduce plan expenses. The Plan requires each fund to incur the investment management expenses (if any) associated with that particular fund. These expenses are reported as a Plan expense within each applicable fund. For all Plan expenses paid for by the Company on behalf of the Plan, a contribution and corresponding expense have been recorded in these financial statements.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Contributions

Contributions from the Company are accrued each year when set by the Board of Directors of the Company.

Contributions from Plan participants are recorded in the period the Company makes the payroll deductions from participants.

Investments Valuation and Income (Loss) Recognition

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES- CONTINUED

Investments Valuation and Income (Loss) Recognition – Continued

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

Collective Investment Funds: Valued based on units of participation in the fair value of the trust's underlying assets. (Enhanced Stock Market Fund of Wachovia and Wells Fargo Stable Value Fund Class E).

Beall's Stock Fund: The investment in the common stock of Beall's, Inc. is stated at fair value, which is based on an appraisal performed by an independent third party.

Purchases and sales of securities are reflected on a trade date basis. Realized gains and losses on investments sold during the year have been included with unrealized gains and losses for the year in the Net Appreciation/(Depreciation) in Fair Value of Investments in the Statements of Changes in Net Assets Available for Benefits.

Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex dividend date.

The methods 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.

Fair Value Measurements

The Plan implemented the requirements of FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements* during the year ended December 31, 2008. ASC 820 establishes 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 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 inputs are unadjusted prices in active markets for identical assets or liabilities.

Level 2 inputs are primarily quoted prices for similar assets or liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES- CONTINUED

Fair Value Measurements - Continued

Level 3 inputs are unobservable based on assumptions for the asset or liability.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Management Estimates

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

Payment of Benefits

Benefits are recorded when paid.

NOTE C - INVESTMENTS

During 2009, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value $6,652,694. During 2008, investments depreciated in value $14,631,718. Realized and unrealized gains and losses included in changes in net assets available for benefits for the years ended December 31, 2009 and 2008 are reported in net appreciation (depreciation) in fair value of investments.

	December 31,	
	2009	2008
Mutual and investment funds	$ 5,879,969	$ (11,701,576)
Beall's Stock Fund	772,725	(2,930,142)
	$ 6,652,694	$ (14,631,718)

NOTE C - INVESTMENTS - CONTINUED

The following table sets forth the level, within the fair value hierarchy, of the Plan's assets at fair value at December 31, 2009 and 2008: (see Note B for definitions).

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 21,477,002	$ 1,833,618	$ -0-	$ 23,310,620
Self Directed Funds	666,648	-0-	-0-	666,648
Collective Investments	-0-	25,731,056	-0-	25,731,056
Beall's Stock Fund	-0-	-0-	3,609,105	3,609,105
Total Assets at Fair Value	$ 22,143,650	$ 27,564,674	$ 3,609,105	$ 53,317,429

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 16,729,629	$ -0-	$ -0-	$ 16,729,629
Self Directed Funds	528,024	-0-	-0-	528,024
Collective Investments	-0-	27,636,602	-0-	27,636,602
Beall's Stock Fund	-0-	-0-	3,356,372	3,356,372
Total Assets at Fair Value	$ 17,257,653	$ 27,636,602	$ 3,356,372	$ 48,250,627

The Beall's Stock Fund, which includes Beall's, Inc. common stock is categorized as Level 3. The Trustee of the Beall's Stock Fund utilizes the services of an independent third party to appraise the fair market value of the stock. The valuation method used is an average of the market approach and the income approach.

The table below sets forth a summary of change in the fair value of the Plan's Level 3 assets for the years ending December 31, 2009 and 2008:

	Level 3 Assets Beall's, Inc. Common Stock December 31,	
	2009	2008
Balance, beginning of year	$ 3,356,372	$ 9,263,714
Realized gains/(losses)	4,830	(233,682)
Unrealized gains/(losses)	767,895	(2,696,461)
Purchases/(sales), net	(519,992)	(2,977,199)
Balance, end of year	$ 3,609,105	$ 3,356,372

There were no transfers into Beall's Stock Fund and no significant transfers out during the year.

NOTE C - INVESTMENTS - CONTINUED

The following presents investments that represent 5 percent or more of the Plan's net assets:

	December 31, 2009	December 31, 2008
Wells Fargo Stable Value Fund Class E	$ 22,186,745	N/A
Dodge & Cox Balanced Fund	$ 3,883,625	$ 3,003,036
American Funds EuroPacific Growth Fund R5	$ 3,646,968	$ 2,799,238
Beall's Stock Fund	$ 3,609,105	$ 3,356,372
Enhanced Stock Market Fund of Wachovia	$ 3,544,311	$ 3,100,587
Dreyfus Mid Cap Index Fund	$ 3,156,355	N/A
Lord Abbett Small Cap Value Fund I	$ 3,126,123	$ 2,741,890
Wachovia Diversified Stable Value Fund	N/A	$ 24,536,015

NOTE D - TAX STATUS

A determination letter, dated May 1, 2002, issued by the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's ERISA counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in all of their accounts.

NOTE F - RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by Wachovia Bank. Wachovia Bank is the trustee of these investments as defined by the Directed Trust Agreement and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Wachovia Bank for these services were $129,684 and $177,493 for the years ended December 31, 2009 and 2008, respectively.

In addition to serving as third party administrator of the Plan, Wachovia also serves a similar role with Beall's Nonqualified Deferred Compensation Plan. The Company also utilizes Wachovia for depository services with a number of its stores. Furthermore, Wachovia is a party, with a group of other banks, to an asset-based lending facility providing credit to the Company.

NOTE F RELATED PARTY TRANSACTIONS - CONTINUED

Administrative expenses incurred during the year for accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services.

One of the investment options available to Plan participants is the Beall's Stock Fund, a fund comprised of the common stock of Beall's, Inc., the Plan sponsor. The Plan's trustees have engaged GreatBanc Trust Company to act as an independent trustee of the Beall's Stock Fund. The independent trustee also votes on behalf of Plan participants in regards to Beall's, Inc. common stock. Fees paid by the Plan to GreatBanc Trust Company were $22,311 and $24,665 for the years ended December 31, 2009 and 2008, respectively.

The following is a summary of transactions relating to Beall's, Inc. common stock:

	Year ended December 31, 2009	Year ended December 31, 2008
Beall's, Inc., common stock purchased	$ -0-	$ 135,144
Beall's, Inc., common stock sold	$ 519,992	$ 3,112,343

The fair value of investments in the Beall's Stock Fund at December 31, 2009 and 2008 were $3,609,105 and $3,356,372, respectively.

NOTE G - 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 value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE H - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through May 21, 2010, which is the date the financial statements were available to be issued.

BEALL'S EMPLOYEES' SAVINGS TRUST
SCHEDULE H, LINE 4(J) - SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 EIN #59-0243800
FOR THE YEAR ENDED DECEMBER 31, 2009

(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 Transaction	(g) Cost of Asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Wachovia Bank	Wachovia Diversified Stable Value Fund	$ -	$ 24,215,646	$ -	$ -	$ 24,215,646	$ 24,215,646	$ -
Wachovia Bank	Wells Fargo Stable Value Fund Class E	$ 24,215,646	$ -	$ -	$ -	$ 24,215,646	$ 24,215,646	$ -

The incependent auditors' report should be read in connection with this supplemental schedule.

BEALL'S EMPLOYEES' SAVINGS TRUST
SCHEDULE H, LINE 4(I) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN #001 EIN# 59-0243800
DECEMBER 31, 2009

(a) *	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Wells Fargo Stable Value Fund Class E	Collective Investment Fund	N/A	$ 22,186,745
	Dodge & Cox Balanced Fund	Mutual Fund	N/A	3,883,625
	American Funds EuroPacific Growth Fund R5	Mutual Fund	N/A	3,646,968
*	Beall's Stock Fund	Common Stock	N/A	3,609,105
*	Enhanced Stock Market Fund of Wachovia	Collective Investment Fund	N/A	3,544,311
	Dreyfus Mid Cap Index Fund	Mutual Fund	N/A	3,156,355
	Lord Abbett Small Cap Value Fund I	Mutual Fund	N/A	3,126,123
	American Funds the Growth Fund of America R5	Mutual Fund	N/A	2,144,747
	Vanguard Total Bond Market Index Signal Fund	Mutual Fund	N/A	1,824,386
	Vanguard Target Retirement 2020 Fund	Mutual Fund	N/A	1,619,135
	Vanguard Target Retirement 2010 Fund	Mutual Fund	N/A	981,981
	T. Rowe Price Institutional Large Cap Value Fund	Mutual Fund	N/A	899,905
	Vanguard Target Retirement 2030 Fund	Mutual Fund	N/A	807,978
	AIM Real Estate Fund I	Real Estate Investment Trust	N/A	578,074
	Other-Self Managed Accounts	Various Investment Funds	N/A	468,758
	Vanguard Target Retirement 2050 Fund	Mutual Fund	N/A	290,885
	Vanguard Target Retirement 2040 Fund	Mutual Fund	N/A	217,675
	Self Managed Money Market	Money Market Fund	N/A	197,890
	Vanguard Target Retirement Income Fund	Mutual Fund	N/A	123,551
	Vanguard Inflation-Protection Security Fund	Mutual Fund	N/A	9,232
				$ 53,317,429

(a) *applicable if the party involved is a party-in-interest.

(d) Column (d) is N/A as all investments are participant directed.

The independent auditors' report should be read in connection with this supplemental schedule.