

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
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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 single-employer plan; ☐ a multiple-employer plan; or ☐ 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 CARPETLAND, INC. 401K PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1994
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CARPETLAND INC. 1050 SKILLMAN DRIVE CINCINNATI, OH 45215
2b	Employer Identification Number (EIN) 31-1188971
2c	Sponsor's telephone number 513-771-2345
2d	Business code (see instructions) 442210

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.	10/06/2010	MICHELLE GARDNER
	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") CARPETLAND INC. 1050 SKILLMAN DRIVE CINCINNATI, OH 45215	3b Administrator's EIN 31-1188971 3c Administrator's telephone number 513-771-2345
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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
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5 Total number of participants at the beginning of the plan year	5	172
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	135
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	16
d Subtotal. Add lines 6a , 6b , and 6c	6d	151
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	151
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	88
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 CARPETLAND, INC. 401K PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CARPETLAND INC.		D Employer Identification Number (EIN) 31-1188971

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

DAVIS DISTRIBUTORS, LLC

85-0360310

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

(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)

ADP BROKER-DEALER

22-3319984

(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?
60 63 99	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

ADP

22-1467904

(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?
15 64 37 50	RECORD KEEPER	3000	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 63 99	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS.

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 CARPETLAND, INC. 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CARPETLAND INC.	D Employer Identification Number (EIN) 31-1188971	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	83247	108376
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2741562	3512714
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2824809	3621090

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2824809	3621090
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11002	
(B) Participants	2a(1)(B)	293409	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		304411

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	7808	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7808

(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)	57174	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		57174

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		653756
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1023149

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	202423	
(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)		202423
f Corrective distributions (see instructions)	2f		18418
g Certain deemed distributions of participant loans (see instructions).....	2g		3027
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)	3000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		226868

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		796281
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: VONLEHMAN & CO. INC.

(2) EIN: 31-0905417

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		283000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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 <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>CARPETLAND, INC. 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CARPETLAND INC.</u>	D Employer Identification Number (EIN) <u>31-1188971</u>	

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	<u>0</u>
----------	----------

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): 57-1198022

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

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

3	
----------	--

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6

a Enter the minimum required contribution for this plan year	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c	

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

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

11

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

- 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): _____

CARPETLAND, INC. 401K PLAN

DECEMBER 31, 2009

*FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS'
REPORT INCLUDING SUPPLEMENTAL SCHEDULES*



VonLehman & Company Inc. vlcpa.com

4755 Lake Forest Drive, Suite 100 Cincinnati, OH 45242-3836 513.891.5911 F 513.891.5969

250 Grandview Drive, Suite 300 Fort Mitchell, KY 41017-5610 859.331.3300 F 859.331.4358

**CARPETLAND, INC. 401K PLAN
TABLE OF CONTENTS**

	PAGE
Independent Auditors' Report	
Financial Statements	
Statements of Net Assets Available for Benefits	1
Statements of Changes in Net Assets Available for Benefits	2
Notes to the Financial Statements	3 - 9
Supplemental Schedules	
Schedule of Assets Held at End of Year	10 - 11
Schedule of Reportable Transactions	12 - 13

INDEPENDENT AUDITORS' REPORT

To the Management of
Carpetland, Inc. 401k Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Carpetland, Inc. 401k Plan (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, and the supplemental schedules as of and for the years then ended as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in the notes to the financial statements, which was certified by State Street Bank and Trust Corporation, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the Plan Administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

VonLehman & Company Inc.

Cincinnati, Ohio
September 27, 2010

CARPETLAND, INC. 401K PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2009	2008
ASSETS		
Investments at Fair Value		
Money Market Funds	\$ 258,341	\$ 484,542
Mutual Funds	<u>3,254,373</u>	<u>2,257,020</u>
Total Investments at Fair Value	<u>3,512,714</u>	<u>2,741,562</u>
Contributions Receivable		
Employee	7,628	3,633
Employer	<u>-</u>	<u>563</u>
Total Contributions Receivable	<u>7,628</u>	<u>4,196</u>
Participant Loans	<u>111,403</u>	<u>83,247</u>
Total Assets	3,631,745	2,829,005
LIABILITIES		
Benefits Payable	<u>4,474</u>	<u>23,504</u>
Net Assets Available for Benefits	<u>\$ 3,627,271</u>	<u>\$ 2,805,501</u>

See accompanying notes.

CARPETLAND, INC. 401K PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2009	2008
Additions to Net Assets Attributed to		
Investment Income		
Interest and Dividends	\$ 57,268	\$ 151,728
Net Appreciation in Fair Value of Investments	653,662	-
	<u>710,930</u>	<u>151,728</u>
Contributions		
Employer	10,439	64,003
Employee	297,404	384,270
Rollovers from Other Qualified Plans	-	205,411
	<u>307,843</u>	<u>653,684</u>
Participant Loans		
Interest	7,808	8,261
	<u>1,026,581</u>	<u>813,673</u>
Deductions from Net Assets Attributed to		
Net Depreciation in Fair Value of Investments	-	1,502,008
Benefits Paid to Participants	201,811	110,145
Administrative Expenses	3,000	2,000
	<u>204,811</u>	<u>1,614,153</u>
Total Additions	<u>1,026,581</u>	<u>813,673</u>
Total Deductions	<u>204,811</u>	<u>1,614,153</u>
Net Increase (Decrease)	821,770	(800,480)
Net Assets Available for Benefits		
Beginning of Plan Year	<u>2,805,501</u>	<u>3,605,981</u>
End of Plan Year	<u>\$ 3,627,271</u>	<u>\$ 2,805,501</u>

See accompanying notes.

**CARPETLAND, INC. 401K PLAN
NOTES TO THE FINANCIAL STATEMENTS**

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Carpetland, Inc. 401k Plan (the Plan) provides only general information. Participants should refer to the Plan agreement and the summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a salary reduction plan, also called a "401(k) Plan", covering all full-time employees of the Company who have one year of service and are 21 years of age. Under this type of plan, participants may choose to reduce their compensation and have these amounts contributed to their account. The Company also contributes to their account. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Employer

Employer contributions are made at the discretion of Carpetland, Inc. Therefore, each year, the Company contributes to the Plan an amount authorized by the Board of Directors. It has been the Company's practice to contribute 20% of the 401(k) elective deferrals of all non-highly compensated participants, up to 8% of eligible earnings. However, as of March 9, 2010, the Plan was amended to state that employer contributions were not allowed by the Plan.

Employee

Each year, participants may contribute up to 50% of pretax annual compensation (subject to certain Internal Revenue Service limitations), as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participants' Accounts

Each participant's account is credited with (a) the Company's contribution, including employee elective 401(k) deferrals which are participant directed, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Self Directed Accounts

Participants direct 100% of the investment of their contributions and the employer's contributions into various investment options offered by the Plan. The Plan currently offers 13 mutual funds and one money market fund as investment options for participants.

Vesting

Participants are immediately vested in their 401(k) elective deferrals plus earnings thereon. Vesting in the Company's contribution account is based on years of service as defined in the Plan. Vesting begins upon the completion of the first year of service. A participant is 100% vested after six years of credited service.

NOTE 1 - DESCRIPTION OF PLAN (Continued)**Participant Loans**

Participants may borrow from their accounts a minimum of \$500 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and charge interest at rates ranging from 5.25% to 10.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator.

Forfeitures

Forfeitures will be used to reinstate forfeited account balances of former participants, with the remaining amounts to be reallocated among remaining eligible participants or used to pay Plan administrative expenses.

Payment of Benefits

Upon termination of service, participants receive a lump sum amount equal to the vested portion of the value of their account (if under \$1,000) unless an election is made otherwise. If the account balance is more than \$1,000 but less than \$5,000 and no election has been made, the balance is transferred to an IRA selected by the Company.

Administrative Expenses

Administrative expenses incurred by the Plan include investment fees and attorney's fees, and are netted to the investment earnings before being allocated to participant accounts based on account balances. Audit fees are paid by the Plan's sponsor.

Income Tax*Status*

The Internal Revenue Service has determined and informed the Company by a determination letter effective through January 31, 2006 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting for Uncertainty in Income Taxes

The Plan has adopted the U.S. GAAP guidance from Accounting Standards Codification (ASC) 740-10 regarding Accounting for Uncertainty in Income Taxes as it relates to uncertain tax positions for the year ended December 31, 2009 and has evaluated its tax positions taken for all open tax years. Currently, the 2009, 2008, and 2007 tax years are open and subject to examination by the Internal Revenue Service and Ohio Department of Revenue. However, the Plan is not currently under audit nor has the Plan been contacted by either of these jurisdictions.

Based on the evaluation of the Plan's tax position, management believes all positions taken would be upheld under an examination. Therefore, no provision for the effects of uncertain tax positions has been recorded for the years ended December 31, 2009 and 2008.

NOTE 1 - DESCRIPTION OF PLAN (Continued)**Net Assets Available for Benefits**

Net assets available for benefits at both December 31, 2009 and 2008 include no funds allocated to the accounts of persons who, prior to those dates, had withdrawn from participating in the earnings and operations of the Plan.

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 Employee Retirement Income Security Act (ERISA). In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES**Basis of Accounting**

The Plan prepares its financial statements in conformity with U.S. generally accepted accounting principles (GAAP) customary for savings and security plans.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. If available, quoted market prices at the last reported sale price on the last business day of the Plan year are used to value investments. Purchases or sales of investments are recorded on a trade-date basis. Dividend, interest and capital gain income are recorded as declared or earned.

Use of Estimates

The process of preparing financial statements in conformity with U.S. GAAP requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Certain estimates relate to unsettled transactions and events as of the date of the financial statements. Other estimates relate to assumptions about the ongoing operations and may impact future periods. Accordingly, upon settlement, actual results may differ from estimated amounts.

NOTE 3 - LIMITED SCOPE AUDIT

At both December 31, 2009 and 2008, State Street Bank and Trust, the Plan's trustee, held all of the Plan's assets, and is subject to periodic examination by regulatory agencies. The audits did not cover any information on Plan assets or related transactions involving the trustee, State Street Bank and Trust. Instead, State Street Bank and Trust has prepared and certified a statement as to the complete and accurate information concerning Plan assets and the related transactions.

NOTE 4 - INVESTMENTS

The Plan's investments are held by a trust company. All investments are at fair value as determined by quoted market prices.

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
Investments Representing Five Percent or More of the Plan's Net Assets		
Cash and Cash Equivalents		
Fidelity Balanced Fund	\$ <u>258,341</u>	\$ <u>484,542</u>
Mutual Funds		
Goldman Sachs Tollkeeper Fund A	264,130	40,307
Goldman Sachs Structure U.S. Equity Fund A	160,513	156,726
Goldman Sachs Capital Growth Fund A	651,004	380,445
Goldman Sachs Asset Allocation Growth Strategy Portfolio A	785,118	606,232
Goldman Sachs Asset Allocation Growth and Income Strategy Portfolio A	212,263	177,062
Goldman Sachs Asset Allocation Balanced Strategy Portfolio A	361,838	227,643
Goldman Sachs Structured International Equity A	209,379	161,747
Investments Representing Less than Five Percent of the Plan's Net Assets		
	<u>610,128</u>	<u>506,858</u>
Subtotal	<u>3,254,373</u>	<u>2,257,020</u>
Total Investments	<u>\$3,512,714</u>	<u>\$ 2,741,562</u>

During 2009 and 2008, the Plan's investments, including investments bought, sold, as well as held during the year, appreciated (depreciated) in value as follows:

Net Appreciation (Depreciation) in Fair Value of Investments		
Mutual Funds	\$ <u>653,662</u>	\$ <u>(1,502,008)</u>

NOTE 5 - FORFEITURES

Forfeitures reallocated to participants during the years ended December 31, 2009 and 2008 were \$237 and \$327, respectively.

NOTE 6 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 7 - FAIR VALUE MEASUREMENTS

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for the identical assets or liabilities in active markets that the Plan has the ability to access.

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets.

Level 2

- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Following is a description of the valuation methodologies used for the assets measured at fair value. There have been no changes in the methodologies used at both December 31, 2009 and 2008.

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

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

NOTE 7 - FAIR VALUE MEASUREMENTS (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth, by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$3,254,373	\$ -	\$ -	\$3,254,373
Participant Loans	<u>-</u>	<u>-</u>	<u>111,403</u>	<u>111,403</u>
Total Assets at Fair Value	<u>\$3,254,373</u>	<u>\$ -</u>	<u>\$111,403</u>	<u>\$3,365,776</u>

Assets at fair value as of December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$2,257,020	\$ -	\$ -	\$2,257,020
Participant Loans	<u>-</u>	<u>-</u>	<u>83,247</u>	<u>83,247</u>
Total Assets at Fair Value	<u>\$2,257,020</u>	<u>\$ -</u>	<u>\$83,247</u>	<u>\$2,340,267</u>

Level 3 Reconciliation of Participant Loans:

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
Balance, Beginning of Year	\$ 83,247	\$105,973
Purchases, Sales, Issuances, and Settlements (Net)	<u>28,156</u>	<u>(22,726)</u>
Balance, End of Year	<u>\$111,403</u>	<u>\$ 83,247</u>

NOTE 8 - EXCESS CONTRIBUTIONS

Benefit distributions for the Plan year ended December 31, 2009 include payments of \$23,504 made to certain active participants to return excess deferral contributions to them as required to satisfy the relevant nondiscrimination provisions of the Plan. The Plan for 2010 has distributed \$4,474 of excess contributions to satisfy the relevant nondiscrimination provision of the Plan.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of income and expenses per the financial statements to Schedule H of Form 5500 at December 31, 2009 and 2008:

	December 31,	
	<u>2009</u>	<u>2008</u>
Contributions per Financial Statements	\$307,843	\$653,684
Less: Contribution Receivable at Current Year End	(7,628)	(4,196)
Add: Contribution Receivable at Prior Year End	<u>4,196</u>	<u>-</u>
Contributions per Schedule H of Form 5500	<u>\$304,411</u>	<u>\$649,488</u>
Benefits and Expenses Paid to Participants per Financial Statements	\$201,811	\$110,145
Less: Benefits and Expenses Payable at Current Year End	(4,474)	(23,504)
Add: Benefits and Expenses Payable at Prior Year End	23,504	24,603
Add: Deemed Distributions of Participant Loans	<u>3,027</u>	<u>-</u>
Benefits and Expenses per Schedule H of Form 5500	<u>\$223,868</u>	<u>\$111,244</u>

NOTE 10 - SUBSEQUENT EVENTS

Consideration of subsequent events for inclusion and disclosure in these financial statements was made through the date of the report, which is the date that the financial statements were available to be issued, and would include all relevant material circumstances and events. No subsequent events were deemed necessary to disclose.

SUPPLEMENTAL SCHEDULES

CARPETLAND, INC. 401K PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2009
FORM 5500, Schedule H, PART IV, i
EIN: 31-1188971
PLAN NO.: 001

Description of Investments	Shares/ Par Value	Cost	Fair Value
Money Market Funds			
Goldman Sachs ILA Prime Obligations Service Fund	258,341	\$ 258,341	\$ <u>258,341</u>
Mutual Funds			
Goldman Sachs Tollkeeper Fund A	24,848	228,055	264,130
Goldman Sachs Growth Opportunities A	5,331	91,267	104,171
Goldman Sachs Structured Small Cap Equity A	10,384	115,312	96,990
Goldman Sachs Structured Large Cap Value A	15,346	168,674	137,963
Goldman Sachs Structure U.S. Equity Fund A	7,676	193,993	160,513
Goldman Sachs Capital Growth Fund A	34,048	623,958	651,004
Goldman Sachs Core Fixed Income Fund A	14,053	134,871	131,675
Goldman Sachs Asset Allocation Equity Growth Strategy Portfolio A	10,324	140,302	105,715
Goldman Sachs Asset Allocation Growth Strategy Portfolio A	79,546	1,031,627	785,118
Goldman Sachs Asset Allocation Growth and Income Strategy Portfolio A	21,637	251,326	212,263
Goldman Sachs Asset Allocation Balanced Strategy Portfolio A	37,496	337,498	361,838
Goldman Sachs Structured International Equity A	21,431	259,173	209,379
Davis Financial Fund A	1,169	38,756	<u>33,614</u>
Total Mutual Funds			<u><u>3,254,373</u></u>
Participant Loans (6.0% - 10.25%)			<u>111,403</u>
Total Assets Held at End of Year			<u><u>\$ 3,624,117</u></u>

CARPETLAND, INC. 401K PLAN
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2008
FORM 5500, Schedule H, PART IV, i
EIN: 31-1188971
PLAN NO.: 001

Description of Investments	Shares/ Par Value	Cost	Fair Value
Money Market Funds			
Goldman Sachs ILA Prime Obligations Service Fund	484,542	\$ 484,542	\$ <u>484,542</u>
Mutual Funds			
Goldman Sachs Tollkeeper Fund A	6,418	53,820	40,307
Goldman Sachs Growth Opportunities A	5,549	103,748	68,807
Goldman Sachs Structured Small Cap Equity A	15,794	183,601	116,563
Goldman Sachs Structured Large Cap Value A	13,808	159,938	111,019
Goldman Sachs Structure U.S. Equity Fund A	8,930	234,725	156,726
Goldman Sachs Capital Growth Fund A	29,492	567,773	380,445
Goldman Sachs Core Fixed Income Fund A	12,027	118,272	101,148
Goldman Sachs Asset Allocation Equity Growth Strategy Portfolio A	11,099	159,104	89,238
Goldman Sachs Asset Allocation Growth Strategy Portfolio A	77,031	1,061,863	606,232
Goldman Sachs Asset Allocation Growth and Income Strategy Portfolio A	21,833	267,798	177,062
Goldman Sachs Asset Allocation Balanced Strategy Portfolio A	27,133	254,325	227,643
Goldman Sachs Structured International Equity A	20,817	293,514	161,747
Davis Financial Fund A	1,018	38,682	<u>20,083</u>
Total Mutual Funds			<u>2,257,020</u>
Participant Loans (5.25% - 10.25%)			<u>83,247</u>
Total Assets Held at End of Year			<u><u>\$ 2,824,809</u></u>

CARPETLAND, INC. 401K PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2009
FORM 5500, SCHEDULE H, PART IV, j
EIN: 31-1188971
PLAN NO.: 001

Transactions or Series of Transactions in Excess of Five Percent of Plan Assets at Beginning of Year

<u>Description of Party Involved and Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Lease Rental</u>	<u>Current Expenses Incurred With Transaction</u>	<u>Cost of Asset</u>	<u>Plan Value of Asset on Transaction Date</u>	<u>Net Gain (Loss)</u>
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There were no transactions or series of transactions in excess of five percent during the year ended December 31, 2009.

CARPETLAND, INC. 401K PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2008
FORM 5500, SCHEDULE H, PART IV, j
EIN: 31-1188971
PLAN NO.: 001

Transactions or Series of Transactions in Excess of Five Percent of Plan Assets at Beginning of Year

<u>Description of Party Involved and Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Lease Rental</u>	<u>Current Expenses Incurred With Transaction</u>	<u>Cost of Asset</u>	<u>Plan Value of Asset on Transaction Date</u>	<u>Net Gain (Loss)</u>
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There were no transactions or series of transactions in excess of five percent during the year ended December 31, 2008.

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF: 12/31/2009

PAGE 1

Plan Name: CARPETLAND, INC. 401K PLAN
Plan Number: 001

Employer EIN: 31-1188971
Run Date: 05/21/2010

(a) (b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(d) Cost	(e) Current Value
GSACHS TOLLKEEPER A	Registered Investment Company	24,847.5666	n/a
GS GROWTH OPPORTUNITIES-A	Registered Investment Company	5,331.1586	n/a
GS STRUCT SMALL CAP EQUITY - A	Registered Investment Company	10,384.3187	n/a
GS STRUCT LARGE CAP VALUE - A	Registered Investment Company	15,346.3062	n/a
GS STRUCT U.S. EQUITY FUND - A	Registered Investment Company	7,676.3716	n/a
GS CAPITAL GROWTH FUND - A	Registered Investment Company	34,048.3503	n/a
GS CORE FIXED INCOME FUND - A	Registered Investment Company	14,052.8288	n/a
GS ILA PRIME OBLIGATIONS- SERV	Registered Investment Company	258,340.9200	n/a
GS EQUITY GROWTH STRATEGY - A	Registered Investment Company	10,323.7235	n/a
GS GROWTH STRATEGY - A	Registered Investment Company	79,545.8673	n/a
GS GROWTH & INCOME STRAT - A	Registered Investment Company	21,637.4618	n/a
GS BALANCED STRATEGY - A	Registered Investment Company	37,496.2308	n/a
GS STRUCT INTERNATIONAL EQ - A	Registered Investment Company	21,430.7674	n/a
DAVIS FINANCIAL FUND - A	Registered Investment Company	1,168.7909	n/a
Participant Loans	Interest Rates (5.25% to 10.25%)		n/a
	TOTAL		3,624,117.22

NOTE: The following is specifically for Form 5500 reporting.
The difference between Participant Loans on this Schedule and Participant Loans reported on Form 5500 Schedule H or I is the amount of DDLs. Loan amounts shown here include DDLs, while loan amounts reported on 5500 forms do not include DDLs.

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RUN DATE: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
Period: 01/01/2009 through 12/31/2009

PAGE 1

Plan Name: CARPETLAND, INC. 401K PLAN
Plan Number: 001

Employer EIN: 31-1188971

Run Date: 05/21/2010

(a) Identity of Issue, Borrower, or Similar Party	(b) Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
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NOTE: IN ACCORDANCE WITH SPECIFIC INSTRUCTIONS, ACQUISITIONS
AND DISPOSITIONS OF CERTAIN TYPES OF ASSETS NEED NOT
BE REPORTED. THESE INCLUDE FUNDS OF COMMON/COLLECTIVE
TRUSTS AND REGISTERED INVESTMENT COMPANIES.