

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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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:	<div>☐ a multiemployer plan;</div> <div>☒ a single-employer plan;</div> <div>☐ a multiple-employer plan; or</div> <div>☐ a DFE (specify) ____</div>
B This return/report is:	<div>☐ the first return/report;</div> <div>☐ the final return/report;</div> <div>☐ an amended return/report;</div> <div>☐ a short plan year return/report (less than 12 months).</div>
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	<div>☒ Form 5558;</div> <div>☐ automatic extension;</div> <div>☐ the DFVC program;</div> <div>☐ special extension (enter description)</div>

Part II	Basic Plan Information—enter all requested information
1a Name of plan DOCTORS VISION CENTER OD PA 401K PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 01/01/1998
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) DOCTORS VISION CENTER OD PA 413 MILL ST ROCKY MOUNT, NC 27804	2b Employer Identification Number (EIN) 56-1282362
	2c Sponsor's telephone number 252-442-0802
	2d Business code (see instructions) 621320

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	CHRISTINA SEIGEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/06/2010	CHRISTINA SEIGEL
	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") DOCTORS VISION CENTER OD PA 413 MILL ST ROCKY MOUNT, NC 27804	3b Administrator's EIN 56-1282362 3c Administrator's telephone number 252-442-0802
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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 DOCTORS VISION CENTER OD PA/EYE AMERICA LLC	4b EIN 56-1282362 4c PN 001	
5 Total number of participants at the beginning of the plan year	5	270
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	224
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	33
d Subtotal. Add lines 6a , 6b , and 6c	6d	257
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	257
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	202
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	16
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 2T		

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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

<div>A Name of plan</div> <div>DOCTORS VISION CENTER OD PA 401K PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>DOCTORS VISION CENTER OD PA</div>	<div>D Employer Identification Number (EIN)</div> <div>56-1282362</div>

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)

MVP PLAN ADMINISTRATORS, INC.

15300 WESTON PARKWAY
STE 106
CARY, NC 27513

56-2263714

(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?
13 15 37 38 50 59 64	NONE	945	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

GORDON ASSET MANAGEMENT, LLC

1007 SLATER ROAD
STE 200
DURHAM, NC 27703

42-1582751

(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 27 50	NONE	27007	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

HUGHES, PITTMAN & GUPTON LLP

1500 SUNDAY DRIVE
STE 300
RALEIGH, NC 27607

56-1415202

(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	11965	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

(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
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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

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 DOCTORS VISION CENTER OD PA 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 DOCTORS VISION CENTER OD PA	D Employer Identification Number (EIN) 56-1282362	

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	1049	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	11956	12054
(2) Participant contributions	1b(2)	42554	29230
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	359842	642041
(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)	108708	77315
(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)	5249870	5881467
(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	5773979	6642107

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	7	2354
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7	2354

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5773972	6639753
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	240717	
(B) Participants	2a(1)(B)	550729	
(C) Others (including rollovers)	2a(1)(C)	2173	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		793619
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)	7732	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7732
(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)	97359	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		97359
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		1172297
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2071007

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	409493	
(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)		409493
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)	11965	
(2) Contract administrator fees	2i(2)	944	
(3) Investment advisory and management fees	2i(3)	27008	
(4) Other	2i(4)	1257	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		41174
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		450667

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1620340
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		754559

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: HUGHES PITTMAN & GUPTON LLP

(2) EIN: 56-1415202

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		1000000
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.	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)
ADMINISTAFF 401(K) PLAN	76-0178498	001

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 <u>DOCTORS VISION CENTER OD PA 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>DOCTORS VISION CENTER OD PA</u>	D Employer Identification Number (EIN) <u>56-1282362</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): <u>42-1558009</u>		
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
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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): _____

**DOCTORS VISION CENTER, O.D., P.A.
401(K) PLAN
(formerly the Doctors Vision Center, O.D., P.A./
EyeAmerica, LLC 401(k) Plan)**

Financial Statements

December 31, 2009 and 2008

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

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December 31, 2009 and 2008

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**Hughes Pittman & Gupton, LLP**

1500 Sunday Drive, Suite 300

Raleigh, North Carolina 27607

919.232.5900 919.232.5901 fax

www.hpg.com**Independent Auditors' Report**

Retirement Committee
Doctors Vision Center, O.D., P.A. 401(k) Plan
Rocky Mount, North Carolina

We were engaged to audit the accompanying statements of net assets available for benefits of the Doctors Vision Center, O.D., P.A. 401(k) Plan (formerly the Doctors Vision Center, O.D., P.A./ EyeAmerica, LLC 401(k) Plan) (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the schedule as of December 31, 2009 as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Trust Company, a division of Charles Schwab Bank, the trustee of the Plan, except for comparing the information included in the financial statements and schedule. 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 year 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Raleigh, North Carolina
September 29, 2010

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets		
Investments at fair value	\$ 6,600,823	5,718,419
Receivables:		
Employer's contributions	10,524	11,950
Participants' contributions	<u>29,230</u>	<u>42,554</u>
Total receivables	<u>39,754</u>	<u>54,504</u>
Cash	<u>-</u>	<u>1,049</u>
Net assets available for benefits	<u><u>\$ 6,640,577</u></u>	<u><u>5,773,972</u></u>

See accompanying notes to financial statements

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

Additions

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 1,269,657
Interest	<u>7,732</u>

Total investment income	1,277,389
-------------------------	-----------

Contributions:

Participants'	550,729
Employer's	241,542
Rollovers	<u>2,173</u>

Total contributions	<u>794,444</u>
---------------------	----------------

Total additions	<u>2,071,833</u>
-----------------	------------------

Deductions

Deductions from net assets attributed to:

Benefits paid to participants	409,493
Administrative fees	<u>41,175</u>

Total deductions	<u>450,668</u>
------------------	----------------

Net increase	1,621,165
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Net assets available for benefits as of beginning of year	<u>5,773,972</u>
---	------------------

Net assets available for benefits as of end of year, before transfer of net assets to Adminstaff 401(k) Plan	7,395,137
--	-----------

Transfer of Plan assets to AdminStaff 401(k) Plan	<u>(754,560)</u>
---	------------------

Net assets available for benefits as of end of year	<u><u>\$ 6,640,577</u></u>
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DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 1: DESCRIPTION OF THE PLAN

The following description of the Doctors Vision Center, O.D., P.A. (the “Company”) 401(k) Plan (formerly the Doctors Vision Center, O.D., P.A./EyeAmerica, LLC 401(k) Plan) (the “Plan”) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

General

The Company established a salary deferral plan under Section 401(k) of the Internal Revenue Code (“IRC”) effective January 1, 1998. The Plan was restated on January 1, 2006. Effective January 1, 2008, an amendment was made to the Plan that changed the terms for employer contributions, loans, distributions, and vesting. Effective January 1, 2009, the Plan was restated and the name of the Plan changed. The Plan allows participation for eligible employees of Doctors Vision Center, O.D., P.A. (“DVC”) and Doctors Vision Center of Virginia, P.C. who have completed one year of service (at least 1,000 hours) and are age 19 or older. An employee may enroll in the Plan on the first day of the plan year and the first day of the fourth, seventh, and tenth months of the Plan year. During 2009 and 2008, the Plan’s trustee was Charles Schwab Trust Company, a division of Charles Schwab Bank (the “Trustee”). During 2009 and 2008, the Plan’s third party plan administrator was MVP Plan Administrators (the “TPA”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

For the purpose of determining years of eligible service, employees formally employed with Administrative Resources, LLC, Dr. Alisa D. Stickland O.D., P.A., Dr. Mark Rodammer O.D., P.C., Dr. Glenn Likens O.D., P.A., Michael Haskett, O.D., P.C., Family Eye Care, O.D., P.A., Kevin R. Walker, O.D., P.A., Reidsville Family Eye Care Center, and EyeAmerica, LLC shall be given credit for their hours of service with the predecessor employers.

Plan Transfer

On March 13, 2009, the account balances for plan participants employed by EyeAmerica, LLC totaling \$754,560 were transferred to the AdminStaff for EyeAmerica, LLC 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 ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 1: DESCRIPTION OF THE PLAN (continued)

Contributions

Employees who have satisfied the service and eligibility requirements for participation in the Plan may make tax-deferred contributions of 1% to 100% of their eligible compensation to the Plan. A participant's tax deferred contributions cannot exceed maximum limits allowed by the Internal Revenue Service ("IRS"). Rollover contributions from other qualified plans are allowed.

The Plan has adopted the automatic enrollment feature, whereby newly hired employees will be automatically enrolled into the Plan when the employee first becomes eligible to participate.

The automatic elective deferral contribution is 3% of compensation. The participant may affirmatively elect a different percentage or elect not to make elective deferral contributions.

Participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan.

During 2009 and 2008, the Company matched 100% of the first 1% of participants' tax deferrals, and then 50% of additional deferrals up to 6%.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the employer contribution, (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants become 100% vested in the Company's contribution portion of their accounts plus actual earnings thereon after two years of continuous service.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The loan term is up to five years for a hardship loan and up to 30 years for the purpose of purchasing a principal residence. A participant may only have up to one loan outstanding at any time. Prior to the January 1, 2008 plan amendment, participants were allowed to have multiple general loans outstanding.

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 1: DESCRIPTION OF THE PLAN (concluded)

During 2009 and 2008, participants holding multiple loans were permitted to have only two loans outstanding.

The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates at the time of the loan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

A participant is entitled to distributions under the Plan the later date of (a) when such participant attains their 65th birthday (the normal age of retirement) or their 55th birthday with six years of vesting service (b) in the event of death or disability of the participant before retirement; or (c) termination of employment. Participants can elect to receive their vested account balance in a single lump-sum or a series of payments. Upon separation of service, if the participant's vested balance exceeds \$1,000 but is less than \$5,000, then the balance will be automatically distributed in a single lump-sum payment.

Participants may make withdrawals prior to termination of employment. Hardship withdrawals are available to plan participants, as defined by the Plan and permitted by the IRC. Hardship withdrawals are limited to the participant's salary deferral contributions, which shall not include earnings thereon. Upon making such a withdrawal, the participant is suspended from making deferrals for six months.

Participants who have attained the age of 59 ½ are allowed to receive a distribution of all or any portion of their vested account balance in a single lump-sum payment.

Benefits are recorded when paid.

Forfeited Accounts

Forfeitures occur upon termination of employment by a participant who is not fully vested. Forfeiture amounts may be used to reduce current or future employer contributions, to pay for allowable plan expenses, or to provide additional allocations for plan participants.

During 2009, \$8,537 of forfeitures were used to reduce employer contributions and to pay plan administrative expenses. As of December 31, 2009 and 2008, remaining forfeitures totaled \$9,322 and \$9,308.

Administrative Expenses

Administrative expenses of the Plan including loan fees, certain trustee and recordkeeping fees, and audit fees are paid by the Plan.

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

The Plan evaluated subsequent events through September 29, 2010, the date the financial statements were available to be issued.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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 statement of net assets available for benefits.

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held as of December 31, 2009 and 2008, and net appreciation in fair value of investments, interest, and dividends for 2009 were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

	2009	2008
Investments:		
Mutual funds	\$ 5,881,466	5,249,869
Money market funds	642,042	359,842
Participant loans	77,315	108,708
Total investments	<u>\$ 6,600,823</u>	<u>5,718,419</u>
Total investment income	<u>\$ 1,277,389</u>	

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information included in the financial statements and schedule.

NOTE 4: FAIR VALUE MEASUREMENTS

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

- Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2** Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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 an input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of the observable inputs and minimize the use of unobservable inputs.

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

Money market funds and mutual funds - Valued at the net asset value ("NAV") of shares held by the Plan as of year-end, which is the quoted market price.

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

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 investments at fair value as of December 31, 2009 and 2008:

	2009			
	Investments at Fair Value			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large-cap funds	\$ 1,427,222	-	-	1,427,222
Target date funds	1,032,326	-	-	1,032,326
International funds	798,278	-	-	798,278
World allocation fund	583,471	-	-	583,471
Small-cap funds	453,173	-	-	453,173
Mid-cap fund	416,894	-	-	416,894
Natural resources fund	404,509	-	-	404,509
Bond funds	542,809	-	-	542,809

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 4: FAIR VALUE MEASUREMENTS (concluded)

	2009			
	Investments at Fair Value			
	Level 1	Level 2	Level 3	Total
Long-short funds	159,227	-	-	159,227
Real estate fund	57,832	-	-	57,832
Government securities fund	5,725	-	-	5,725
Total mutual funds	5,881,466	-	-	5,881,466
Money market funds	642,042	-	-	642,042
Participant loans	-	-	77,315	77,315
Total investments at fair value	\$ 6,523,508	-	77,315	6,600,823

	2008			
	Investments at Fair Value			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 5,249,869	-	-	5,249,869
Money market funds	359,842	-	-	359,842
Participant loans	-	-	108,708	108,708
Total investments at fair value	\$ 5,609,711	-	108,708	5,718,419

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2009:

	Participant Loans
Balance, beginning of year	\$ 108,708
Purchases, sales, issuances, and settlements, net	(31,393)
Balance, end of year	\$ 77,315

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 5: INVESTMENTS

The following presents investments as of December 31, 2009 and 2008 that represent 5% or more of the Plan's net assets:

	2009	2008
Schwab Investor Money Fund, 641,998 and 359,810 shares	\$ 641,998	359,810
Thornburg Investment Income Builder, 32,724 and 41,692 shares	583,471	580,765
Dodge & Cox International Stock Fund, 15,459 and 24,611 shares	492,359	538,981
Diamond Hill Large Cap Fund, 33,807 and 46,113 shares	460,453	482,807
Thornburg Core Growth A Fund, 29,379 shares for 2009	416,894	*
RS Global Natural Resources Fund, 13,511 shares for 2009	404,509	*
Loomis Sayles Bond Fund, 27,977 and 36,381 shares	371,821	376,540
Brandywine Blue Fund, 14,902 shares for 2008	*	295,365
Keeley Small Cap Value Fund, 24,602 shares for 2008	*	401,504

* Amounts are not greater than 5% of the Plan's net assets.

During 2009, the Plan's investments in mutual funds (including gains and losses on investments bought, sold, as well as held during the year) appreciated in value by \$1,269,172 in 2009.

NOTE 6: RELATED PARTY TRANSACTIONS

The Plan invests in certain funds managed by the Trustee; therefore, transactions related to these funds qualify as party-in-interest transactions that are allowable under ERISA.

The Plan does not consider any Company contributions to the Plan to be party-in-interest transactions. The Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

Fees paid for audit and recordkeeping services amounted to \$41,175 and \$38,350 for the years ended December 31, 2009 and 2008.

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 7: INCOME TAX STATUS

The Plan obtained its latest opinion letter dated March 31, 2008 in which the IRS stated that the Prototype Non-Standardized Profit Sharing Plan, as then designed, is qualified under Section 401(a) of the IRC, and that any employer adopting this form of the plan will be considered to have a plan qualified under Section 401(a) of the IRC. The Plan has been amended since receiving the opinion letter. Therefore, the related trust is exempt from taxation. Once qualified, the plan is required to operate in conformity with the IRC to maintain its qualification. Therefore, no provision for income taxes has been included in the Plan's financial statements.

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

EIN: 56-1282362

Plan Number: 001

Schedule H, Line 4i - Schedule of Assets Held at End of Year

December 31, 2009

(b) Identity of Issue, Borrower, Lessor (a) or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Mutual Funds:			
	Thornburg Investment Income Builder	**	\$ 583,471
	Dodge & Cox International Stock Fund	**	492,359
	Diamond Hill Large Cap Fund	**	460,453
	Thornburg Core Growth A Fund	**	416,894
	RS Global Natural Resources Fund	**	404,509
	Loomis Sayles Bond Fund	**	371,821
	Wasatch 1st Source Mongram Inc Equity Fund	**	311,549
	Thornburg International Value Fund	**	305,919
	Royce Value Fund Investment Class	**	265,835
	Fairholme Fund	**	234,071
	Brandywine Blue Fund	**	218,024
	JP Morgan Smart Retirement 2040 A	**	203,940
	Selected American Fund	**	203,125
	JP Morgan Smart Retirement 2020 A	**	196,534
	JP Morgan Smart Retirement 2025 A	**	185,666
	Pimco Total Return Fund Class D	**	168,100
	Diamond Hill Long-Short Fund	**	159,089
	Royce Special Equity Fund Investment Class	**	133,440
	JP Morgan Smart Retirement 2030 A	**	129,146
	JP Morgan Smart Retirement 2045 A	**	105,740
	JP Morgan Smart Retirement 2015 A	**	95,953
	JP Morgan Smart Retirement 2035 A	**	63,777
	Cohen & Steers Realty Shares	**	57,832
	Royce Value Plus Fund	**	53,898
	JP Morgan Smart Retirement 2010 A	**	35,508
	JP Morgan Smart Retirement 2050 A	**	16,062
	Sentinel Government Securities A	**	5,725
	Vanguard Bond Index Short term	**	2,888
	Absolute Strategies Fund	**	138

See accompanying notes to financial statements

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

EIN: 56-1282362

Plan Number: 001

Schedule H, Line 4i - Schedule of Assets Held at End of Year

December 31, 2009

(b) Identity of Issue, Borrower, Lessor (a) or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
* Charles Schwab Trust Company - Money Market funds			
	Schwab Investor Money Fund	**	641,998
	Schwab Money Market Fund	**	44
* Participant loans	Loans with interest rates ranging between 3.25% and 9.25%	**	<u>77,315</u>
	Total investments		<u><u>\$ 6,600,823</u></u>

* Denotes party-in-interest

** Cost omitted for participant directed investments

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

EIN: 56-1282362

Plan Number: 001

Schedule H, Line 4i - Schedule of Assets Held at End of Year

December 31, 2009

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See accompanying notes to financial statements

DOCTORS VISION CENTER, O.D., P.A. 401(K) PLAN

EIN: 56-1282362

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Schedule H, Line 4i - Schedule of Assets Held at End of Year

December 31, 2009

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