Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
LACKS VALLEY STORES, LTD. EMPLOYEES PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1972

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET
PHARR, TX 78577

2b Employer Identification Number (EIN)
74-2730084

2c Sponsor's telephone number
956-702-3361

2d Business code (see instructions)
442110

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.	10/09/2010	LAURIEN SALESBERRY
	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")
LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET
PHARR, TX 78577

3b Administrator's EIN
74-2730084

3c Administrator's telephone number
956-702-3361

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	639
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**	545
b	Retired or separated participants receiving benefits	**6b**	15
c	Other retired or separated participants entitled to future benefits	**6c**	81
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	641
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	642
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	636
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
LACKS VALLEY STORES, LTD. EMPLOYEES PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

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)

CARLEY & MCCAW, INC.

75-1721253

(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	CONTRACT ADMINISTRATOR	26538	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERRILL LYNCH, INC.

13-5674085

(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?
27	INVESTMENT MANAGER	60318	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FRANK RODRIGUEZ, CPA

74-2591649

(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	ACCOUNTANT	7950	Yes [ ] No [X]	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

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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
LACKS VALLEY STORES, LTD. EMPLOYEES PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	4143	1886
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	660000	300000
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	20969	17530
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	270854	378943
(2) U.S. Government securities	1c(2)	2290191	1485113
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	416514	378740
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	3541808	5218766
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	819198

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	7204479	8600176
	Liabilities			
g	Benefit claims payable	1g	104541	120
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	10	10
k	Total liabilities (add all amounts in lines 1g through1j)	1k	104551	130
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7099928	8600046

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)	300000	
	(B) Participants	2a(1)(B)	239071	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		539071
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1656	
	(B) U.S. Government securities	2b(1)(B)	100468	
	(C) Corporate debt instruments	2b(1)(C)	11812	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	0	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		113936
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	100812	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		100812
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	4856797	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4828868	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		27929

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	941919	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		941919
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1723667
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	120074	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		120074
f Corrective distributions (see instructions)	2f		6324
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	10294	
(2) Contract administrator fees	2i(2)	26539	
(3) Investment advisory and management fees	2i(3)	60318	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		97151
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		223549
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1500118
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: FRANK RODRIGUEZ, CPA (2) EIN: 74-2591649

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
LACKS VALLEY STORES, LTD. EMPLOYEES PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

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** 0

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): 74-3001344

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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

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

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

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

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):

---

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):

LACK'S VALLEY STORES, LTD.
401 (K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2009
TOGETHER WITH AUDITOR'S REPORT

FRANK
RODRIGUEZ
C.P.A. FIRM,
P.L.L.C.

4420 S. McCOLL EDINBURG, TEXAS 78539
TELEPHONE 956-687-3056
FAX 956-630-2946

LACK'S VALLEY STORES, LTD.

401 (k) PROFIT SHARING PLAN

AS OF DECEMBER 31, 2009 AND 2008

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FRANK
RODRIGUEZ
C.P.A. FIRM,
P.L.L.C.
4420 S. McCOLL EDINBURG, TEXAS 78539
TELEPHONE 956-687-3056
FAX 956-630-2946

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
the Lack's Valley Stores, Ltd.
401 (k) Profit Sharing Plan

I was engaged to audit the financial statements of Lack's Valley Stores, Ltd. 401 (k) Benefit Plan as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedules as of December 31, 2009 as listed in the accompanying index. These financial statements and 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 5 which was certified by, Merrill Lynch, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I 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 that we did not audit, I was unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

Sincerely,
Frank Rodriguez CPA Firm, PLLC

By: Frank Rodriguez
Frank Rodriguez, Member

September 16, 2010

LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	$ 380,829	$ 274,997
Government and agency securities	1,485,113	2,290,191
Corporate Common Stock	5,218,766	3,541,809
Corporate Perferred Debt	378,740	416,514
Other Investments	819,198	
Total Investments	8,282,646	6,523,511
Receivables:		
Interest and Dividends		20,969
Employee Contributions	17,530	0
Employer Contributions	300,000	660,000
	317,530	680,969
LIABILITIES		
Benefit Claims Payable	120	104,541
401(k) In Error	-	-
Other Liabilities	10	10
Total Liabilities	130	104,551
NET ASSETS	$ 8,600,046	$ 7,099,929

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

LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE PLAN YEAR ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS:		
Investment Income		
Interest	$ 113,936	$ 158,022
Dividends	100,810	208,493
Capital Gains and Losses:		
Unrealized gains/loss - Other investment	941,920	(1,353,694)
Realized capital gains	27,929	(852,955)
Options Premiums		
Net appreciation (depreciation) in value of Other investments		
Employer Contributions	300,000	660,000
Employee Contributions	239,071	273,787
Other income		
Rollover	0	698
	1,723,666	(905,649)
DEDUCTIONS:		
Benefits paid to participants	126,398	1,156,079
Administrative and other expenses	97,151	100,632
	223,549	1,256,711
Net Additions (Reductions)	1,500,117	(2,162,360)
Net Assets Available for Plan Benefits		
Beginning of year	7,099,929	9,262,289
End of year	$ 8,600,046	$ 7,099,929

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

LACK'S VALLEY STORES, LTD

401(K) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2009 AND 2008

1. SUMMARY OF PLAN:

The following summary of the Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan (The Plan) is provided for general information purposes. Participants should refer to the Plan document for more complete information.

General

The Plan is a trusteed, defined contribution plan, which includes all eligible employees of Lack's Valley Stores, Ltd. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Eligibility and Contributions

An employee becomes eligible to participate in the plan upon completion of both 12 consecutive months of employment and 1,000 hours of service with the Company. Participation in the Plan begins on January 1 or July 1, whichever is the first date after the date on which an employee satisfies the eligibility requirements. Contributions to the Plan are at the Company's discretion. For the Plan years 2009 and 2008, the Company made contribution to the Plan of $ 300,000 and $ 600,000 respectively.

Effective January 1, 1998, the Plan was amended to include a 401(k) provision whereby employees are allowed to make contributions to the Plan. The eligibility requirements are the same as stipulated above. Participants may contribute up to 50 percent of their compensation per Plan year, up to the maximum deferrable amount allowed by the Internal Revenue Service (IRS) of $ 15,500 for 2009 and $ 15,500 for 2008. In addition employees over age 50 may contribute up to $ 5,000.00 more. The provisions of the amendment do not provide for discretionary employer matching. Currently, the provisions do not allow for participant-directed funds.

Benefits and Vesting

All of the benefits provided under the Plan shall be paid by trustee out of the trust fund. Benefits are payable in the event that a participant shall cease to be an employee. Participants are immediately vested in their contributions plus actual earnings thereon. Employees become vested in the remainder of their account based on years of service with the company in accordance with the following schedule:

Years of Service (1,000 Hours for More)	Non-forfeitable Percentage
1-2 Years	-0-%
3 years	100%

On termination of service, a participant may elect to receive a lump-sum distribution, a part lump-sum and part installment distribution or a distribution over a period not exceeding the joint and last survivor expectancy of the participant and his or her designated beneficiary. If the participant elects a distribution other than a lump-sum, certain minimum distribution requirements shall apply. The distribution amount, regardless of distribution method, shall equal the value of the participant's vested account balance. Effective January 1, 1992, the minimum vested amount distributed will never be less than $25. The provision for a $ 25.00 minimum distribution will not apply to the employees hired after December 31, 2000.

Upon retirement, death or permanent disability, participant or beneficiaries may elect to receive either a lump-sum amount equal to the value of their account net of any outstanding loans or annuity payment over their life expectancy, As of December 31, 2009 and 2008, there were no loans outstanding.

Terminated employees are not required to withdraw amounts from their Plan accounts if such accounts are greater than $5,000. There was no amount pending distribution to terminated participants or qualified beneficiaries who have requested distribution at December 31, 2009 and 2008.

Valuation of Participant's
Accounts and Forfeiture

Valuation of the assets of the Plan is made as of the last day of each Plan year. The Plan income or loss (less administrative expenses, which are paid by the Plan) is allocated as of each valuation date to the participants based on a participant's account balance as a percentage balances at the beginning of the year. Employer contributions and forfeitures are allocated to the participants based on a participant's salary and wages as a percentage of total salaries and wages for the year.

Each participant's account is credited with the participant's contribution, if applicable, and the participant's share of the earnings, losses and any appreciation or depreciation of the funds invested.

Liquidation and Distribution of
Participant's Equity upon Termination of Plan

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 terms of the ERISA.

Upon the termination of the plan by the Company, the vested interest of each affected participant's shall be 100 percent. After payment of all expenses and proportionate adjustment of participant's termination, all benefits shall be immediately distributed to each participant.

Trustee and Administration

The plan is administered by an advisory committee (the Advisory Committee) consisting of one or more persons appointed by the Company. The Advisory committee is given all powers necessary to enable it to carry out its duties including, but not limited to, the power to interpret the Plan, decide on all questions of eligibility and the status and right of participants and direct disbursements of benefits in accordance with the provisions of the Plan.

Lack's Valley Stores, Ltd. is the trustee and assets are invested by Merrill Lynch. The trustee is the Plan's asset custodian and is responsible for receiving contributions, managing, the Plan's assets and making payment to members in accordance with the provisions of the Plan. The Plan's contract administrator is Carley & McCaw, Inc.

2. SUMMARY OF ACCOUNTING POLICIES:

Basics of Accounting

The financial statements have been prepared on the accrual basis of accounting using information provided by the trustees (see Note 5).

Investment Valuation

The Plan's investments are held by the trustee and are recorded at fair market value. The provisions of the 401(k) amendment do not allow for participant-directed investments. Rather, all investments decisions are made by the trustee.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles required management to use estimates and assumptions that affect accompanying financial statements and disclosures. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for investments in various pooled separate accounts. Investments securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risks associated with certain investments securities, it is reasonably possible that changes in the values of investment securities will occur in the near future for assets available for plan benefits and participant account balances.

Expenses

All administrative expenses, including trustee, accounting and legal fees have been paid by the Plan unless the company at its discretion paid such expenses.

3. FEDERAL INCOME TAXES:

The Plan obtained its latest determination letter on April 16, 2001, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code.

4. GAIN (LOSSES) ON INVESTMENTS:

Realized gains and losses on sale of investments and unrealized appreciation and depreciation of instruments are based on the value of the assets at the beginning of the Plan year or at the time of purchase if during the current year and are shown as net appreciation in market value of in investments is the statements of changes in net assets available for the plan benefits.

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE:

The Plan's Advisory Committee has elected the method of annual reporting compliance permitted by 29 DRF 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, Accordingly, the Plan's trustees, have certified that the following data included in the accompanying financial statements and schedules is complete and accurate:

a. Investments as shown in the statements of net assets available for plan benefits as of December 31, 2009 and 2008.

b. Investments income, as shown in the statements of changes in net assets available for plan benefits for the years ended December 31, 2009and 2008.

c. The schedules of assets held for investment purposes as of December 31, 2009 as shown on Schedule I.

d. The schedules of reportable transaction for the year ended December 31, 2009 as shown on Schedule II.

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

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

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

	2009	2008
Net assets available for Plan benefits per financial statements	$ 8,600,046	$ 7,099,929
Less-Amounts allocated to withdrawing participant	--------	---------
	$ 8,600,046	$ 7,099,929

The following is a reconciliation of benefits paid to participants per the financial statements to the form 5500 for the years ended December 31, 2009 and 2008.

	2009	2008
Benefits paid to participants per the financial statements	$ 126,398	$ 1,156,079
Add-Amounts allocated to withdrawing participants at December 31, 2009 and 2008	--------	--------
Less-Amounts allocated to withdrawing participant at	--------	--------
Benefits paid to participants per the Form 5500	$ 126,398	$ 1,156,079

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefits claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

SCHEDULE Of ASSETS HELD FOR INVESTMENT PURPOSES

AS OF DECEMBER 31, 2009

SCHEDULE I
(CONTINUED)

Description		Amount
CORPORATE BOND		
ABBOTT LABS 5.875% 05/15/16	CORPORATE BOND	11,030
AMERICAN EXPRESS 6.15% 08/28/1	CORPORATE BOND	14,631
ASTRAZENECA 5.9% 09/15/17	CORPORATE BOND	16,668
BK OF AMERICA 5.25% 12/01/15	CORPORATE BOND	10,063
ML05241 BELL SOUTH CORP	CORPORATE BOND	9,639
ML 41 CITIGROUP 5% 9/15/14	CORPORATE BOND	14,460
CATERPILLAR FIN 7.15% 02/15/19	CORPORATE BOND	11,564
COMCAST 6.3% 11/15/17	CORPORATE BOND	10,942
CAN NATL RES 5.7% 05/15/17	CORPORATE BOND	16,026
CREDIT SUISSE 4.875% 01/15/15	CORPORATE BOND	9,424
CVS CAREMARK 6.25% 06/01/27	CORPORATE BOND	15,254
DIAMLERCHRYSLER 6.5% 11/15/13	CORPORATE BOND	16,444
EXOLON CORP 4.9% 06/15/15	CORPORATE BOND	10,316
ML41 GEN ELC NT 4.75% 09/15/14	CORPORATE BOND	15,594
GOLDMAN SACHS 5.125% 01/15/15	CORPORATE BOND	21,015
ML 41 HOUSEHOLD FIN 07/15/10	CORPORATE BOND	8,291
ML 41 JP MORGAN CHASE 05/30/07	CORPORATE BOND	20,799
ML 41 MORGAN ST. DEAN 04/01/14	CORPORATE BOND	15,086
MARATHON OIL 6.0% 10/01/17	CORPORATE BOND	14,809
ML 41 NEWS AMER.6.2% 12/15/34	CORPORATE BOND	10,050
ML 41 SIMON PROP 5.75% 12/1/15	CORPORATE BOND	9,178
TIME WARNER 8.75% 02/14/19	CORPORATE BOND	17,063
VERIZON COMMS 5.5% 02/15/18	CORPORATE BOND	10,436
WACHOVIA BK 5.6% 03/15/16	CORPORATE BOND	10,229
WAL-MART 5.8% 02/15/18	CORPORATE BOND	17,756
XTO ENERGY 6.75% 08/01/37	CORPORATE BOND	11,779
CITIGROUP INC 2.125% 04/30/12	CORPORATE BOND	10,107
JP MORGAN CHASE & CO	CORPORATE BOND	20,088
		378,740

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN

SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED
AND DISPOSED OF WITHIN ONE YEAR
AS OF DECEMBER 31, 2009

SCHEDULE II

Description	Cost	Value
GOVERNMENT SECURITIES		
FNMA P981774 5%2023	5,114	4,425
FHLMC G1 3161 5.5%2023	15,345	14,037
FHLMC G1 8181 5%2022	9,209	8,402
FHLMC G0 8333 5%2039	4,999	4,850
	34,667	31,714
CORPORATE COMMON STOCK		
ANDARKO PETE COPR	17,101	25,487
DARDEN RESTAURANT INC	8,904	8,495
FAMILY DOLLAR STORES	16,264	14,911
H & R BLOCK INC	15,942	15,645
SUNCO INC	16,102	11,963
ADIDAS	5,345	6,770
ADECCO	5,308	7,059
ASAHI BREWERIES LTD	7,919	9,733
BAYERISCHE MOTORENWERKE	8,018	10,034
DEUTSCHE POST	14,945	20,515
GIVAUDAN	7,069	9,075
JULIUS BAER HLGS	5,398	7,948
NOMURA RESH INST LTD	3,963	5,093
NTT DATA CORP	2,207	2,551
OMRON COPR	4,700	6,387
SONIC HEALTHCARE	3,462	3,549
TAKEDA PHARMACEUTICAL	5,372	3,992
YAMATO HLDS CO LTD	4,118	5,644
FRONTIER OIL CORP	1,454	1,520
INTERDIGITAL INC	1,269	1,350
ISIS PHARMACEUTICALS INC	3,468	2,761
KBR INC	1,520	1,746
HERMAN MILLER INC	2,388	2,911
PENN NATL GAMING CORP	1,626	1,654
SEPRACOR INC	2,237	3,141
TOLL BROS INC	1,708	1,662
ABB LTD	8,197	8,426
AETNA INC	19,570	16,417
APOLLO GROUP INC CL A	21,558	19,756
ASML HLDG	10,365	11,829
BOEING CO	9,627	8,190

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN

SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED
AND DISPOSED OF WITHIN ONE YEAR
AS OF DECEMBER 31, 2009

SCHEDULE II

Description	Cost	Value
BHP BILLITON LTD	18,180	19,455
CA INC	7,553	7,583
CELGENE CORP	10,682	12,712
CNOOC LTD	12,279	12,742
CME GROUP INC	10,210	9,051
CANADIAN NATL RAILWAY CO	9,077	8,888
CVS CAREMARK COPR	15,250	14,557
GENERAL MILLS	14,904	16,890
GOLDMAN SACHS GROUP INC	16,803	23,835
HESS CORP	7,896	6,304
HONEYWELL INTL INC	9,405	9,984
JC PENNY CO	11,789	10,147
SYMANTEC CORP	10,324	9,088
WALGREEN CO	14,844	17,337
UNITED STATES STEEL CORP	14,343	17,584
YUM BRANDS INC	10,047	9,697
ROCKWELL COLLINS INC	2,778	3,318
PETROHAWK ENERGY CORP	5,362	5,748
MANSATO CO	1,914	1,805
ASBURY AUTOMOTIBE GROUP	3,925	3,747
ADC TELECOMMUNICATIONS	5,740	4,267
DYCOM INDS INC	4,122	4,211
CHART INDS INC	3,587	2,755
GYMBOREE CORP	3,635	4,619
HOT TOPIC INC	3,774	3,175
JAMES RIV COAL CO	2,302	2,201
NATIONAL CINEMEDIA INC	2,814	3,313
REHABCARE GROUP INC	2,883	3,242
SIGMA DESIGNS INC	3,383	3,271
STARENET NETWORK CORP	7,375	11,835
STEWART INFO SVC CORP	3,510	2,890
SYNAPTICS INC	6,757	4,666
TRUE RELIGION APPAREL INC	3,413	6,039
	497,984	533,170
	532,651	564,884

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan LACKS VALLEY STORES, LTD. EMPLOYEES PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1972

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET

PHARR TX 78577

2b Employer Identification Number (EIN) 74-2730084

2c Sponsor's telephone number (956)702-3361

2d Business code (see instructions) 442110

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	Randy Martin	8-30-2010	RANDY C. MARTIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Randy Martin	8-30-2010	RANDY C. MARTIN
	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")
LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET

PHARR TX 78577

3b Administrator's EIN
74-2730084

3c Administrator's telephone number
(956)702-3361

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	639
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**	545
b	Retired or separated participants receiving benefits	**6b**	15
c	Other retired or separated participants entitled to future benefits	**6c**	81
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	641
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	642
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	636
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

Form **5558**
(Rev. January 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

▶ For Privacy Act and Paperwork Reduction Act Notice, see instructions on page 3.

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
LACKS VALLEY STORES, LTD.
Number, street, and room or suite no. (If a P.O. box, see instructions)
1300 SAN PATRICIA STREET
City or town, state, and ZIP code
PHARR TX 78577

B Filer's identifying number (see instructions).
[X] Employer identification number (EIN).
74-2730084
[ ] Social security number (SSN)

C Plan name	Plan number	Plan year ending— MM	DD	YYYY
1 LACKS VALLEY STORES, LTD. EMPLOYEES PROFIT SHARING PLAN	0 0 1	12	31	2009
2				
3				

Part II Extension of Time to File Form 5500 or Form 5500-EZ *(see instructions)*

1 I request an extension of time until 10 / 15 / 2010 to file Form 5500 or Form 5500-EZ.

The application **is automatically approved** to the date shown on line 1 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and **(b)** the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note. A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 *(see instructions)*

2 I request an extension of time until ____ / ____ / ____ to file Form 5330.
You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ▶ a

b Enter the payment amount attached . . . . . ▶ b

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ▶ c

3 **State in detail why you need the extension**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ▶ Date ▶

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
USTIN 2.375% 01/15/17	Govt Security	53,422	57,889
USTN 3.875% 02/15/13	Govt Security	21,895	21,300
USTN 4.125% 05/15/15	Govt Security	1,070	1,066
USTN 3.125% 05/15/19	Govt Security	63,490	61,557
FNMA 920727 5%2037	Govt Security	23,812	17,128
USTN 4.5% 09/30/11	Govt Security	203,304	198,263
USTN 4.25% 09/30/12	Govt Security	12,976	12,878
FNMA 4.75% 12/15/10	Govt Security	4,235	4,158
ML 41 FNMA P832198 5%	Govt Security	39,205	24,070
FNMA P933121 5.5%2038	Govt Security	49,576	34,576
FNMA 943602 5%2037	Govt Security	56,696	38,602
USTN 4.5% 05/15/17	Govt Security	15,050	13,897
FNMA 725205 5% 2034	Govt Security	57,199	32,008
ML 41 FNMA P905648 05 50%	Govt Security	69,570	43,691
ML 41 FNMA P826305 05%2035	Govt Security	27,021	18,949
FNMA P257160 5%2038	Govt Security	9,884	8,545
FHLMC 5.125% 07/15/12	Govt Security	15,886	16,294
FNMA P918244 5%2037	Govt Security	4,944	3,731
Abbott Labs 5.875% 05/15/16	Corporate Bond	10,855	11,030
American Express 6.15% 08/28/1	Corporate Bond	14,082	14,631
Astrazeneca 5.9% 09/15/17	Corporate Bond	15,491	16,668
Bk of America 5.25% 12/01/15	Corporate Bond	9,959	10,063
ML05241 Bell South Corp	Corporate Bond	9,162	9,639
ML 41 Citigroup 5% 9/15/14	Corporate Bond	14,636	14,460
Caterpillar Fin 7.15% 02/15/19	Corporate Bond	10,769	11,564
Comcast 6.3% 11/15/17	Corporate Bond	10,090	10,942
Can Natl Res 5.7% 05/15/17	Corporate Bond	15,247	16,026
Credit Suisse 4.875% 01/15/15	Corporate Bond	9,561	9,424
CVS Caremark 6.25% 06/01/27	Corporate Bond	14,684	15,254
Diamlerchrysler 6.5% 11/15/13	Corporate Bond	15,783	16,444
Exolon Corp 4.9% 06/15/15	Corporate Bond	9,580	10,316
ML41 Gen Elc Nt 4.75% 09/15/14	Corporate Bond	14,805	15,594
Goldman Sachs 5.125% 01/15/15	Corporate Bond	19,439	21,015
ML 41 Household Fin 07/15/10	Corporate Bond	9,851	8,291
ML 41 JP Morgan Chase 05/30/07	Corporate Bond	19,850	20,799
ML 41 Morgan St. Dean 04/01/14	Corporate Bond	15,045	15,086
Marathon Oil 6.0% 10/01/17	Corporate Bond	14,014	14,809
ML 41 News Amer.6.2% 12/15/34	Corporate Bond	9,633	10,050
ML 41 Simon Prop 5.75% 12/1/15	Corporate Bond	9,252	9,178
Time Warner 8.75% 02/14/19	Corporate Bond	14,145	17,063
Verizon Comms 5.5% 02/15/18	Corporate Bond	10,012	10,436
Wachovia Bk 5.6% 03/15/16	Corporate Bond	10,198	10,229
Wal-Mart 5.8% 02/15/18	Corporate Bond	17,362	17,756

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
XTO Energy 6.75% 08/01/37	Corporate Bond	10,701	11,779
USTB 4.5% 02/15/36	Govt Security	49,504	45,310
FNMA 5.0% 03/15/16	Govt Security	118,712	118,470
FNMA 7.25% 05/15/30	Govt Security	9,360	8,951
FHLMC 4.5% 07/15/13	Govt Security	20,115	21,588
USTN 4.0% 08/15/18	Govt Security	71,264	68,429
USTB 6.125% 8/15/29	Govt Security	69,480	62,433
ML 42 FNMA P840843 5.5%2035	Govt Security	67,994	43,522
USTN 3.125% 09/30/13	Govt Security	71,187	70,672
ML 05242 GO 1233 FHLMC 7%2031	Govt Security	1,239	161
ML 05242 GO 1309 FHLMC 7%2031	Govt Security	752	89
ML 05242 GO 1311 FHLMC 7%2031	Govt Security	4,496	644
ML 05242 GO 1315 FHLMC 7%2031	Govt Security	755	109
ML 05242 GO 1391 FHLMC 7%2032	Govt Security	2,513	364
ML 05242 FHLMC EO1488	Govt Security	39,402	13,675
FHLMC A6 1889 5%2037	Govt Security	17,758	16,032
ML 42 FHLMC G1 2148 05%2021	Govt Security	5,822	3,183
FHLMC G1 2522 5%2022	Govt Security	59,877	35,588
FNMA P963451 5%2023	Govt Security	45,056	34,893
FNMA P933939 5%2023	Govt Security	4,968	4,199
ML 42 FNMA P834657 5.5% 2035	Govt Security	23,078	15,515
ML 05242 FHLMC GO144907 0%2032	Govt Security	3,183	468
FNMA 735022 5.5% 2034	Govt Security	46,577	22,199
ML42 FNMA P845341 05 50%	Govt Security	43,723	27,204
FNMA 725424 5.5% 2.34	Govt Security	104,283	51,189
ML 05242 P555531 FNMA	Govt Security	38,173	12,269
ML 05242 C6 5574 FHLMC 7%2032	Govt Security	4,802	982
FNMA 255706 5.5% 2035	Govt Security	46,095	25,127
FNMA 555876 5.5%	Govt Security	39,313	13,552
ML05242 FHLMC 5962 5%2019	Govt Security	8,117	3,926
ML 05242 C4 6019 FHLMC 7% 2031	Govt Security	1,782	236
ML 42 FNMA P256022 5.5%2035	Govt Security	49,713	32,002
ML05242 FNMA P796068 5.5%2034	Govt Security	17,228	7,435
ML 42 FNMA P256269 05 50%	Govt Security	33,929	20,038
ML 42 FHLMC A4 6671 5%2035	Govt Security	46,500	29,482
ML 05242 C6 7305 FHLMC 7%2032	Govt Security	2,442	362
ML 42 FHLMC G0 8079 5%2035	Govt Security	16,903	11,402
ML 42 FNMA P849496 5.5%2035	Govt Security	43,218	30,825
ML 42 FHLMC A4 9770 05%2036	Govt Security	14,125	9,869
FNMA P899871 5.5%2037	Govt Security	15,501	14,120
Citigroup Inc 2.125% 04/30/12	Corporate Bond	10,077	10,107
JP Morgan Chase & Co	Corporate Bond	19,994	20,088
Apple Inc (49 shares)	Common Stock	4,818	10,326
Amerisourcebergen Corp (676 shares)	Common Stock	19,015	17,623

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Archer Daniels Midland (300 shares)	Common Stock	8,549	9,393
AES Corp (1141 shares)	Common Stock	16,174	15,187
Aetna Inc (330 shares)	Common Stock	10,098	10,461
Amgen Inc (310 shares)	Common Stock	16,979	17,537
BMC Software Inc (224 shares)	Common Stock	6,048	8,982
CA Inc (712 shares)	Common Stock	16,335	15,992
Chubb Corp (182 shares)	Common Stock	8,166	8,951
CMS Energy Corp (1051 shares)	Common Stock	12,373	16,459
Conoco Phillips (285 shares)	Common Stock	22,896	14,555
Computer Science Corp (306 shares)	Common Stock	17,619	17,604
Cisco Systems Inc (422 shares)	Common Stock	8,552	10,103
Chevron Corp (277 shares)	Common Stock	17,392	21,326
Quest Diagnostics Inc (154 shares)	Common Stock	8,293	9,299
Eastman Chemical Co (277 shares)	Common Stock	16,248	16,687
Ensco Intl Inc (355 shares)	Common Stock	15,492	14,179
Flowserve Corp (98 shares)	Common Stock	9,183	9,264
Forest Labs Inc (303 shares)	Common Stock	6,871	9,729
FMC Techs Inc (276 shares)	Common Stock	16,147	15,964
General Electric (462 shares)	Common Stock	13,881	6,990
Google Inc Cl A (19 shares)	Common Stock	7,363	11,780
Gap Inc (734 shares)	Common Stock	14,370	15,377
Hewlett Packard Co (181 shares)	Common Stock	5,277	9,323
International Business Ma (187 shares)	Common Stock	18,445	24,478
Intel Corp (453 shares)	Common Stock	5,983	9,241
International Paper Co (600 shares)	Common Stock	13,506	16,068
Johnson & Johnson (273 shares)	Common Stock	16,622	17,584
JP Morgan Chase & Co (228 shares)	Common Stock	9,472	9,501
Coca Cola (133 shares)	Common Stock	6,072	7,581
L-3 Communications Hldgs (108 shares)	Common Stock	10,638	9,391
Lockheed Martin Corp (114 shares)	Common Stock	9,991	8,590
Lorillard Inc (146 shares)	Common Stock	10,916	11,714
Medco Health Solutions In (231 shares)	Common Stock	13,422	14,763
Merck & Co Inc (223 shares)	Common Stock	8,209	8,148
Marathon Oil Corp (540 shares)	Common Stock	25,210	16,859
Microsoft Corp (442 shares)	Common Stock	11,092	13,472
Murphy Oil Corp (158 shares)	Common Stock	8,974	8,564
Nabors Industries LTd (814 shares)	Common Stock	16,808	17,819
Oracle Corp (762 shares)	Common Stock	12,213	18,692
Pepsico Inc (118 shares)	Common Stock	7,676	7,174
Pfizer Inc (448 shares)	Common Stock	9,873	8,149
Proctor & Gamble Co (135 shares)	Common Stock	7,019	8,185
Phillip Morris Intl Inc (318 shares)	Common Stock	14,433	15,324
Pactiv Corporation (461 shares)	Common Stock	10,371	11,129
Quest Comm Intl Inc (2276 shares)	Common Stock	13,185	9,582

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Ryder System Inc (225 shares)	Common Stock	9,476	9,263
Reynolds American Inc (289 shares)	Common Stock	13,049	15,308
Rowan Companies Inc (571 shares)	Common Stock	11,882	12,927
Radioshack Corp (570 shares)	Common Stock	14,651	11,115
Raytheon Co (199 shares)	Common Stock	9,205	10,253
AT&T Inc (289 shares)	Common Stock	9,442	8,101
Teradata Corp (279 shares)	Common Stock	7,452	8,769
Target Corp (347 shares)	Common Stock	16,001	16,784
TJX Cos Inc (371 shares)	Common Stock	14,085	13,560
Travelers Cos Inc (210 shares)	Common Stock	10,626	10,471
Tesoro Corp (682 shares)	Common Stock	11,687	9,241
Unitedhealth Group Inc (588 shares)	Common Stock	11,384	17,922
Unum Group (572 shares)	Common Stock	8,239	11,165
Verizon Comms (424 shares)	Common Stock	12,944	14,047
Wells Fargo & Co (246 shares)	Common Stock	6,395	6,640
Wellpoint Inc (316 shares)	Common Stock	18,800	18,420
Wal-Mart Stores Inc (173 shares)	Common Stock	9,657	9,247
Watson Pharmaceuticals (226 shares)	Common Stock	7,029	8,952
Exxon Mobil Corp (309 shares)	Common Stock	17,714	21,071
Anglo American Plc (786 shares)	Common Stock	14,963	17,041
Aegon (673 shares)	Common Stock	7,586	4,314
Asahi Kasei Corp (85 shares)	Common Stock	4,628	4,233
Astellas Pharma Inc (230 shares)	Common Stock	8,683	8,558
Amcor Ltd (847 shares)	Common Stock	17,297	18,761
America Movil (152 shares)	Common Stock	5,062	7,141
Aeon Company Ltd (1156 shares)	Common Stock	17,586	9,421
Allianz (621 shares)	Common Stock	8,565	7,731
BAE Sys Plc (724 shares)	Common Stock	15,093	16,782
Bayer (168 shares)	Common Stock	9,584	13,406
Barclays Plc (296 shares)	Common Stock	9,773	5,210
Boc Hong Kong Hldgs (150 shares)	Common Stock	5,645	6,816
Bluescope Steel Ltd (571 shares)	Common Stock	6,519	7,566
BP Plc (757 shares)	Common Stock	43,402	43,883
Banco Popolare Societe (1498 shares)	Common Stock	5,932	5,543
Bridgestone Corp (93 shares)	Common Stock	3,225	3,265
Cap Gemini (434 shares)	Common Stock	8,508	9,960
China Mobil Ltd (171 shares)	Common Stock	8,365	7,940
Central Japan Railway (2344 shares)	Common Stock	17,607	15,635
Chuo Mitsui Tr Hldgs (2322 shares)	Common Stock	18,435	15,325
Centrica (1316 shares)	Common Stock	31,446	23,885
Crdt Agrcole (1213 shares)	Common Stock	8,337	10,735
Carrefour (1872 shares)	Common Stock	15,421	17,747
Daimler (276 shares)	Common Stock	19,956	14,711
Danoe (1134 shares)	Common Stock	11,311	13,824

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
DBS Group Hldgs (473 shares)	Common Stock	17,872	20,812
Deutsche Luft (604 shares)	Common Stock	9,491	10,208
Deutsche Tele (472 shares)	Common Stock	7,484	6,938
Daiwa House Ind Ltd (93 shares)	Common Stock	9,730	9,974
ENI S P A (225 shares)	Common Stock	12,964	11,387
European Aeronautic Def & Spac (210 shares)	Common Stock	4,035	4,179
E.ON (743 shares)	Common Stock	26,906	31,020
Ericsson LM Tel Cl B (1283 shares)	Common Stock	13,461	11,791
Esprit Holding Ltd (583 shares)	Common Stock	8,158	7,783
Fosters Group Ltd (3189 shares)	Common Stock	15,925	15,562
Finmeccanica (2174 shares)	Common Stock	14,391	17,283
France Telecom (726 shares)	Common Stock	18,730	18,324
GDF Suez (576 shares)	Common Stock	20,213	24,653
Glaxosmithkline (712 shares)	Common Stock	31,742	30,082
HSBC Hldg Plc (702 shares)	Common Stock	37,565	40,077
Hang Seng Bk Ltd (539 shares)	Common Stock	8,107	8,020
Hutchisn Whampoa (289 shares)	Common Stock	12,254	9,942
Insurance Australia (758 shares)	Common Stock	12,238	13,606
Iberdrola (344 shares)	Common Stock	11,865	13,020
Incitec Pivot Ltd (2431 shares)	Common Stock	4,530	7,560
Isuzu Motors Ltd (437 shares)	Common Stock	8,157	8,067
INV (1286 shares)	Common Stock	11,088	11,896
Johnson Electric Hldg (1612 shares)	Common Stock	8,203	6,432
KB Financial Group Inc (179 shares)	Common Stock	8,652	9,102
KAO Corp (220 shares)	Common Stock	4,783	5,139
KDDI Corp (297 shares)	Common Stock	17,983	15,890
Korea Elec Power (479 shares)	Common Stock	6,717	6,965
KT Corp (406 shares)	Common Stock	7,897	6,829
Lonmin Plc (139 shares)	Common Stock	3,232	4,385
Mediceo Paltc Hldgs (170 shares)	Common Stock	2,046	2,083
Mitsubishi Elec (99 shares)	Common Stock	6,303	7,301
Malayan Bkg Berhad (2416 shares)	Common Stock	13,056	9,471
Murata Manufacturing Co (299 shares)	Common Stock	12,435	14,950
Mitsui Osk Lines Ltd (478 shares)	Common Stock	8,754	7,457
Mitsubishi Chemical (551 shares)	Common Stock	10,993	11,571
Mistubishi Ufj Finl Group (4438 shares)	Common Stock	34,215	21,835
Muenchener Rueck (884 shares)	Common Stock	12,190	13,702
National Australia B (519 shares)	Common Stock	15,272	12,789
Nedbank Group Ltd (305 shares)	Common Stock	9,178	10,385
Norsk Hydro (667 shares)	Common Stock	5,108	5,616
Nomura Hldgs Inc (1539 shares)	Common Stock	23,257	11,389
Nokia Corp (3616 shares)	Common Stock	59,023	46,466
Nestle (578 shares)	Common Stock	28,773	27,946
Nintendo Ltd (201 shares)	Common Stock	6,771	5,994

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Novartis (847 shares)	Common Stock	40,257	46,102
OAO Gazprom (255 shares)	Common Stock	10,058	6,388
Petroleo Bras (105 shares)	Common Stock	4,504	5,006
Panasonic Corp (640 shares)	Common Stock	9,389	9,184
Koninkl Phil (163 shares)	Common Stock	3,898	4,799
Petrochina Co Ltd (67 shares)	Common Stock	7,530	7,970
QBE Insurance Group (198 shares)	Common Stock	3,846	4,485
Royal Dutch Shell Plc (840 shares)	Common Stock	45,488	50,492
Rexam Plc (352 shares)	Common Stock	7,871	8,374
Roche Hldg Ltd (448 shares)	Common Stock	15,061	18,906
Ricoh Co Ltd (111 shares)	Common Stock	8,791	7,903
Rentokil Intl (496 shares)	Common Stock	5,635	4,578
Reed Elsevier (210 shares)	Common Stock	5,998	6,886
RWE (149 shares)	Common Stock	15,157	14,438
Societe General (1614 shares)	Common Stock	22,361	22,677
Sandvik (597 shares)	Common Stock	8,147	7,212
Shin-Etsu Chem (140 shares)	Common Stock	7,008	7,945
Siemens (150 shares)	Common Stock	12,481	13,755
SK Telecom (336 shares)	Common Stock	6,530	5,463
Sumitomo Mitsu Finl (5118 shares)	Common Stock	31,258	14,586
Smith-Nephew (149 shares)	Common Stock	5,630	7,636
Sanofi Aventis (934 shares)	Common Stock	34,843	36,678
Secom Co Ltd (49 shares)	Common Stock	4,296	4,687
Sumitomo Corp (783 shares)	Common Stock	8,031	7,994
Seven & I Hldgs Co (788 shares)	Common Stock	36,518	32,623
Tokyo Gas Co Ltd (405 shares)	Common Stock	15,993	16,058
Toyota Motor Corp (310 shares)	Common Stock	30,698	26,090
Telenorte Les Part (145 shares)	Common Stock	2,243	3,106
Total (625 shares)	Common Stock	37,181	40,025
Toto Ltd (167 shares)	Common Stock	12,934	10,501
Tesco Plc (465 shares)	Common Stock	9,227	9,565
UBS (748 shares)	Common Stock	18,852	11,602
Unipol Gruppo (17024 shares)	Common Stock	10,086	10,555
Unilever (1016 shares)	Common Stock	25,944	32,410
United Microelect (2854 shares)	Common Stock	9,523	11,074
UPM Kymmene (981 shares)	Common Stock	17,427	11,615
United Utilities Group (554 shares)	Common Stock	8,174	8,986
Vivendi (401 shares)	Common Stock	10,333	11,930
Vodafone Grp (2068 shares)	Common Stock	41,296	47,750
Wincor Nixdorf (683 shares)	Common Stock	8,762	9,193
WPP Group Plc (154 shares)	Common Stock	8,651	7,492
Yahoo Japan Corp (82 shares)	Common Stock	8,118	8,196
Arch Coal Inc (117 shares)	Common Stock	5,098	2,603
ACI Worldwide Inc (125 shares)	Common Stock	2,021	2,144

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Alliance Data Sys Corp (155 shares)	Common Stock	5,788	10,012
Advent Software Inc (155 shares)	Common Stock	6,077	6,313
American Finl Grp Hldgs (222 shares)	Common Stock	4,141	5,539
Albemarle Corp (121 shares)	Common Stock	5,135	4,401
AMB Property Corp (121 shares)	Common Stock	5,181	3,092
Aeropostale Inc (177 shares)	Common Stock	5,882	6,027
Associated Banc Corp (140 shares)	Common Stock	2,438	1,541
Armstrong World Inds Inc (72 shares)	Common Stock	1,288	2,803
BJs Wholesale Club Inc (87 shares)	Common Stock	3,118	2,846
Bob Evans Farms Inc (134 shares)	Common Stock	2,962	3,881
Bucyrus Intl Inc (111 shares)	Common Stock	3,432	6,257
Cheesecake Factory Inc (203 shares)	Common Stock	3,789	4,383
Cleveland Cliffs Inc (53 shares)	Common Stock	4,122	2,443
Mack Cali Realty Corp (253 shares)	Common Stock	5,402	8,746
Con-Way Inc (168 shares)	Common Stock	5,741	5,865
Corinthian Colleges Inc (117 shares)	Common Stock	1,656	1,611
Charles River Labs Intl (179 shares)	Common Stock	5,833	6,031
Commscope Inc (127 shares)	Common Stock	4,866	3,369
Cypress Semiconductor (650 shares)	Common Stock	6,843	6,864
Diebold Inc (163 shares)	Common Stock	4,482	4,637
Donaldson Co Inc (138 shares)	Common Stock	6,020	5,871
Dollar Tree Stores inc (159 shares)	Common Stock	5,398	7,680
DST Systems Inc (135 shares)	Common Stock	5,043	5,879
Devry Inc (46 shares)	Common Stock	2,022	2,610
Encore Acquisition Co (98 shares)	Common Stock	2,722	4,706
Brinker Intl Inc (513 shares)	Common Stock	12,519	7,654
Energen Corp (227 shares)	Common Stock	8,279	10,624
Endo Pharmaceuticals Hldgs (346 shares)	Common Stock	6,242	7,100
ITT Educational Svcs (62 shares)	Common Stock	6,034	5,950
Foot Locker Inc (314 shares)	Common Stock	3,541	3,498
Firstmerit Corp (317 shares)	Common Stock	5,515	6,384
Fossil Inc (132 shares)	Common Stock	4,087	4,430
GATX Corp (137 shares)	Common Stock	4,330	3,939
Granite Const Inc (173 shares)	Common Stock	6,551	5,823
Hansen Natural Corp (89 shares)	Common Stock	2,681	3,418
HCC Ins Holding Inc (254 shares)	Common Stock	7,681	7,104
Helix Energy Solutions (523 shares)	Common Stock	6,176	6,145
Hospitality Pptys Trust Reit (369 shares)	Common Stock	13,336	8,749
Hill Rom Hldgs (159 shares)	Common Stock	2,224	3,814
Schein (Henry) Inc (197 shares)	Common Stock	8,482	10,362
Hubble Inc Cl B (228 shares)	Common Stock	9,078	10,784
IAC Interactivecorp (136 shares)	Common Stock	2,184	2,785
World Fuel Services Corp (154 shares)	Common Stock	3,713	4,126
Intersil Corp Cl A (356 shares)	Common Stock	6,036	5,461

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Joy Global Inc (189 shares)	Common Stock	5,397	9,747
Kinetic Concepts Inc (152 shares)	Common Stock	5,293	5,723
Lancaster Colony Corp (140 shares)	Common Stock	6,304	6,955
Lincare Holdings Inc (140 shares)	Common Stock	4,696	5,199
Manpower Inc (100 shares)	Common Stock	6,639	5,458
Minerals Technologies (172 shares)	Common Stock	5,909	9,369
Myriad Genetics Inc (142 shares)	Common Stock	3,843	3,705
Nationwide Health Pptys (176 shares)	Common Stock	4,973	6,192
NV Energy Inc (750 shares)	Common Stock	10,179	9,285
New York Cmnty Bancorp (657 shares)	Common Stock	7,250	9,533
OGE Energy Corp (110 shares)	Common Stock	4,077	4,058
Pharm Prod Dev Inc (250 shares)	Common Stock	5,635	5,860
Ralcorp Hldgs Inc (115 shares)	Common Stock	7,303	6,867
Regal Entmt Group Cl A (143 shares)	Common Stock	1,786	2,065
Raymond James Finl Inc (207 shares)	Common Stock	5,414	4,920
SEI Invt Co (317 shares)	Common Stock	10,712	5,554
Stancorp Financial Group (268 shares)	Common Stock	10,764	10,725
Synopsys Inc (485 shares)	Common Stock	9,525	10,806
Steris Corp (265 shares)	Common Stock	7,045	7,412
Steel Dynamics Inc (325 shares)	Common Stock	5,672	5,759
Southern Union Co (116 shares)	Common Stock	2,571	2,633
Skyworks Solutions Inc (314 shares)	Common Stock	3,855	4,456
Telephone&Data Sys (155 shares)	Common Stock	6,052	5,258
Tidewater Inc (115 shares)	Common Stock	5,394	5,514
Tech Data Corp (290 shares)	Common Stock	10,805	13,531
Temple Inland Inc (590 shares)	Common Stock	9,652	12,455
Tractor Supply Co (107 shares)	Common Stock	3,786	5,668
Tesoro Corp (267 shares)	Common Stock	4,130	3,618
Tessera Technologies Inc (151 shares)	Common Stock	3,879	3,514
Urban Outfitters Inc (177 shares)	Common Stock	5,281	6,193
URS Corp (181 shares)	Common Stock	8,638	8,058
WR Berkley Corp (269 shares)	Common Stock	7,926	6,628
Warnaco Group Inc Cl A (116 shares)	Common Stock	4,217	4,894
Apple Inc (224 shares)	Common Stock	24,665	47,204
Abbott Labs (340 shares)	Common Stock	15,697	18,357
Accenture Ltd (269 shares)	Common Stock	8,082	11,164
Adobe Sys (591 shares)	Common Stock	16,949	21,737
Analog Devices Inc (324 shares)	Common Stock	9,150	10,232
Allergan Inc (164 shares)	Common Stock	9,414	10,334
Amgen Inc (183 shares)	Common Stock	9,663	10,352
Amazon Com Inc (169 shares)	Common Stock	9,792	22,734
American Express Company (314 shares)	Common Stock	9,041	12,723
Baxter Intl Inc (218 shares)	Common Stock	9,994	12,792
Best Buy Co Inc (240 shares)	Common Stock	8,815	9,470

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Becton Dickinson Co (111 shares)	Common Stock	7,555	8,754
Broadcom Corp Cl A (192 shares)	Common Stock	4,785	6,042
Caterpillar Inc (215 shares)	Common Stock	8,757	12,253
Cummins Inc (279 shares)	Common Stock	9,964	12,795
Canadian Natural Resource (246 shares)	Common Stock	13,477	17,700
ML 46 Cisco Systems Inc. (1000 shares)	Common Stock	19,911	23,940
Citrix Systems Inc (299 shares)	Common Stock	12,322	12,441
ML 46 DHR Danaher Corp (139 shares)	Common Stock	8,754	10,453
DirecTV Group Inc (552 shares)	Common Stock	14,131	18,409
Ebay Inc (623 shares)	Common Stock	14,916	14,659
EMC Corp (1080 shares)	Common Stock	14,565	18,868
Emerson Electric Co (235 shares)	Common Stock	8,443	10,011
Freeport-Mcmran Cpr & Gol (259 shares)	Common Stock	15,722	20,795
Gilead Sciences Inc (343 shares)	Common Stock	15,266	14,842
Corning Inc (531 shares)	Common Stock	9,979	10,254
Google Inc Cl A (47 shares)	Common Stock	23,159	29,139
Hewlett Packard Co (604 shares)	Common Stock	25,691	31,112
Intl Business Machines (182 shares)	Common Stock	20,989	23,824
Intel Corp (884 shares)	Common Stock	12,999	18,034
Johnson Controls Inc (370 shares)	Common Stock	9,001	10,079
Johnson & Johnson (289 shares)	Common Stock	16,571	18,615
Joy Global Inc (201 shares)	Common Stock	9,426	10,366
JP Morgan Chase & Co (363 shares)	Common Stock	9,837	15,126
Lowes Cos Inc (610 shares)	Common Stock	13,341	14,268
Mead Johnson Nutrition Co (120 shares)	Common Stock	5,005	5,244
3m Company (153 shares)	Common Stock	12,504	12,649
Microsoft Corp (1595 shares)	Common Stock	37,697	48,616
National Oilwell Varco (471 shares)	Common Stock	17,567	20,766
Oracle Corp (632 shares)	Common Stock	12,664	15,503
Occidental Pete Corp (218 shares)	Common Stock	13,746	17,734
Petro Brasilio (208 shares)	Common Stock	13,109	9,917
Pepsico Inc (289 shares)	Common Stock	16,940	17,571
Procter & Gamble Co (501 shares)	Common Stock	26,304	30,376
Parker Hannifin Corp (178 shares)	Common Stock	9,190	9,591
Phillip Morris Intl Inc (339 shares)	Common Stock	16,528	16,336
Potash Corp (119 shares)	Common Stock	11,116	12,912
Praxair Inc (112 shares)	Common Stock	7,277	8,995
Range Resources Corp (211 shares)	Common Stock	12,057	10,518
Raytheon Co (193 shares)	Common Stock	10,021	9,943
Staples Inc (415 shares)	Common Stock	9,540	10,205
St Jude Medical Inc (393 shares)	Common Stock	14,844	14,455
Southwestern Energy Co (210 shares)	Common Stock	10,193	10,122
Teva Pharmaceutical Inds (172 shares)	Common Stock	8,416	9,663
Target Corp (242 shares)	Common Stock	11,993	11,706

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Time Warner Inc (421 shares)	Common Stock	10,167	12,268
United Health Group Inc (314 shares)	Common Stock	10,059	9,571
Union Pacific Corp (250 shares)	Common Stock	12,520	15,975
United Parcel Service Cl (164 shares)	Common Stock	8,957	9,409
United Techs Corp (350 shares)	Common Stock	18,955	24,294
Visa Inc Cl A (160 shares)	Common Stock	9,919	13,994
Wal-Mart Stores Inc (202 shares)	Common Stock	11,609	10,797
Wynn Resorts Ltd (135 shares)	Common Stock	9,430	7,861
Yahoo Inc (1062 shares)	Common Stock	16,061	17,820
Abbott Labs (239 shares)	Common Stock	12,615	12,904
Barrick Gold Corp (419 shares)	Common Stock	16,739	16,500
Arch Coal Inc (222 shares)	Common Stock	4,911	4,940
Adobe Sys (144 shares)	Common Stock	5,973	5,296
Archer Daniels (468 shares)	Common Stock	14,394	14,653
Allergan Inc (102 shares)	Common Stock	4,932	6,427
Amgen Inc (213 shares)	Common Stock	11,454	12,049
BB&T Corp (387 shares)	Common Stock	11,545	9,818
Best Buy Co Inc (91 shares)	Common Stock	2,948	3,591
Franklin Resources Inc (177 shares)	Common Stock	11,268	18,647
Bank of New York Mellon C (925 shares)	Common Stock	35,988	25,872
Boston Scientific Corp (1234 shares)	Common Stock	14,077	11,106
Caterpillar Inc (210 shares)	Common Stock	10,314	11,968
Coca Cola Enterprises (493 shares)	Common Stock	10,650	10,452
Carnival Corp (305 shares)	Common Stock	6,204	9,666
Cliffs Natural Resources Inc (120 shares)	Common Stock	5,043	5,531
Comcast Corp Cl A (326 shares)	Common Stock	5,049	5,496
Canadian Natl Railway Co (136 shares)	Common Stock	5,754	7,393
ConocoPhillips (110 shares)	Common Stock	5,136	5,618
Covidien Ltd (290 shares)	Common Stock	12,325	13,888
Chevron Corp (287 shares)	Common Stock	21,707	22,096
Delta Air Lines Inc (2649 shares)	Common Stock	28,178	30,146
Dow Chemical Co (425 shares)	Common Stock	9,300	11,743
Devon Energy Corp (101 shares)	Common Stock	6,531	7,424
Emerson Elec Co (101 shares)	Common Stock	3,687	4,303
EOG Resources Inc (86 shares)	Common Stock	8,239	8,368
El Paso Corp (1058 shares)	Common Stock	12,671	10,400
Eaton Corp (246 shares)	Common Stock	14,007	15,651
Ford Motor Co (1636 shares)	Common Stock	9,874	16,360
General Electric (1108 shares)	Common Stock	31,247	16,764
Goldman Sachs Group Inc (209 shares)	Common Stock	19,899	35,288
Halliburton Company (542 shares)	Common Stock	12,173	16,309
Home Depot Inc (179 shares)	Common Stock	3,871	5,179
Hess Corp (106 shares)	Common Stock	8,317	6,413
Hewlett Packard Co (219 shares)	Common Stock	7,419	11,281

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
HSN Inc (165 shares)	Common Stock	2,951	3,331
Hertz Global Holdings Inc (1891 shares)	Common Stock	22,894	22,541
Intel Corp (370 shares)	Common Stock	5,858	7,548
J Crew Group Inc (222 shares)	Common Stock	6,675	9,932
J C Penny Co (305 shares)	Common Stock	8,349	8,116
Johnson & Johnson (147 shares)	Common Stock	8,938	9,468
JP Morgan Chase & Co (1176 shares)	Common Stock	37,959	49,004
Kraft Foods Inc Cl A (345 shares)	Common Stock	10,571	9,377
Kroger Co (926 shares)	Common Stock	20,346	19,011
Kohls Corp (164 shares)	Common Stock	6,304	8,845
Marriot Intl Inc (401 shares)	Common Stock	7,184	10,927
Masco Corp (371 shares)	Common Stock	5,060	5,124
Metlife Inc (287 shares)	Common Stock	8,847	10,146
Mosiac Co (120 shares)	Common Stock	6,850	7,168
Merck & Co Inc (224 shares)	Common Stock	6,678	8,185
Marathon Oil Corp (282 shares)	Common Stock	9,296	8,804
Morgan Stanley (598 shares)	Common Stock	14,616	17,701
M&T Bank Corp (180 shares)	Common Stock	9,050	12,040
Annaly Cap Mgmt Inc (424 shares)	Common Stock	6,343	7,356
Omnicom Group (107 shares)	Common Stock	3,557	4,189
Occidental Pete Corp (127 shares)	Common Stock	8,894	10,332
Petroleo Bras (103 shares)	Common Stock	4,896	4,911
PG&E Corp (124 shares)	Common Stock	5,019	5,537
Progress Energy Inc (109 shares)	Common Stock	4,608	4,470
Pulte Homes Inc (855 shares)	Common Stock	8,728	8,550
PNC Financial Svcs Group (333 shares)	Common Stock	20,183	17,579
Praxair Inc (82 shares)	Common Stock	3,671	6,585
Regions Finl Corp (424 shares)	Common Stock	2,617	2,243
Schlumberger Ltd (428 shares)	Common Stock	17,745	27,859
Suntrust Banks Inc (833 shares)	Common Stock	16,172	16,902
State Street Corp (211 shares)	Common Stock	8,645	9,187
Suncor Energy Inc (215 shares)	Common Stock	7,404	7,592
AT&T Inc (448 shares)	Common Stock	10,222	12,557
Teva Pharmaceutical Inds (298 shares)	Common Stock	10,856	16,742
Target Corp (556 shares)	Common Stock	19,042	26,894
Time Warner Cable Inc (94 shares)	Common Stock	3,322	3,891
Time Warner Inc (130 shares)	Common Stock	1,850	3,788
Unitedhealth Group Inc (422 shares)	Common Stock	9,988	12,863
Verizon Communications (284 shares)	Common Stock	8,443	9,409
Wells Fargo & Co (1431 shares)	Common Stock	40,439	38,623
Wal-Mart Stores Inc (91 shares)	Common Stock	4,383	4,864
Exxon Mobil Corp (532 shares)	Common Stock	33,439	36,277
XTO Energy Inc (253 shares)	Common Stock	13,135	11,772
Zions Bancorp (797 shares)	Common Stock	15,049	10,226

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Advent Software Inc (98 shares)	Common Stock	2,838	3,992
Aspen Insurance Hldgs Ltd (221 shares)	Common Stock	5,880	5,624
Alnylam Pharmaceuticals (248 shares)	Common Stock	6,553	4,370
Alpha Natural Resources (174 shares)	Common Stock	6,384	7,548
Ansys Inc (111 shares)	Common Stock	4,025	4,824
Apogee Enterprises (326 shares)	Common Stock	3,912	4,564
Big Lots Inc (150 shares)	Common Stock	3,227	4,347
Bio Rad Labs Cl A (52 shares)	Common Stock	4,744	5,016
Buckeye Technologies Inc (166 shares)	Common Stock	2,349	1,620
ML 48 CBeyond Inc. (246 shares)	Common Stock	6,990	3,875
Cmnty Bank Sys Inc (329 shares)	Common Stock	6,675	6,353
Comtech Telcomm Corp (92 shares)	Common Stock	4,144	3,224
Centene Corp (168 shares)	Common Stock	3,117	3,557
Comstock Res Inc (95 shares)	Common Stock	3,548	3,854
Commvault Sys Inc (358 shares)	Common Stock	7,053	8,485
Delphi Financial Group (343 shares)	Common Stock	7,356	7,673
Equity Lifestyles Pptys I (138 shares)	Common Stock	5,289	6,965
Emergency Medical Svcs (127 shares)	Common Stock	4,018	6,877
Energy Solutions Inc (512 shares)	Common Stock	4,325	4,347
Esterline Technologies Co (118 shares)	Common Stock	4,821	4,811
EV3 Inc (246 shares)	Common Stock	3,131	3,282
1st Financial Bancorp (246 shares)	Common Stock	3,179	3,582
Fossil Inc (155 shares)	Common Stock	5,156	5,202
Geoyeye Inc (283 shares)	Common Stock	5,508	7,890
ML 48 GES Guess Inc. (140 shares)	Common Stock	4,938	5,922
Genco Shipping & Trading Ltd (346 shares)	Common Stock	7,770	7,744
Graphtech Intl Ltd (652 shares)	Common Stock	8,376	10,139
Hancock Holding Co (139 shares)	Common Stock	5,758	6,090
HealthSouth Corp (458 shares)	Common Stock	7,040	8,597
Harbin Elec Inc (223 shares)	Common Stock	4,943	4,580
Hatteras Finl Corp (301 shares)	Common Stock	7,842	8,416
Interdigital Inc (372 shares)	Common Stock	9,178	9,880
Illumina Inc (147 shares)	Common Stock	6,250	4,510
World Fuel Services Corp (324 shares)	Common Stock	7,425	8,680
Inland Real Estate Corp (501 shares)	Common Stock	4,164	4,083
Isis Pharmaceuticals Inc (498 shares)	Common Stock	7,556	5,533
J Crew Group Inc (139 shares)	Common Stock	5,208	6,219
JDA Software Group Inc (174 shares)	Common Stock	3,523	4,432
LaSalle Hotel Pptys (203 shares)	Common Stock	4,149	4,310
Manhattan Assocs Inc (138 shares)	Common Stock	3,293	3,318
Masimo Corp (270 shares)	Common Stock	7,560	8,213
Medivation Inc (186 shares)	Common Stock	4,969	7,003
Mulit-Fineline (185 shares)	Common Stock	4,763	5,248
McMoran Exploration Co (129 shares)	Common Stock	3,178	1,035

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Monolithic Power Systems (299 shares)	Common Stock	6,799	7,167
Meritage Homes Corp (238 shares)	Common Stock	4,470	4,601
Minerals Technologies (112 shares)	Common Stock	6,255	6,101
Netflix Com Inc (154 shares)	Common Stock	4,866	8,484
Nutri System Inc (232 shares)	Common Stock	5,656	7,231
On Semiconductor Corp (618 shares)	Common Stock	5,463	5,451
Verifone Holdings Inc (448 shares)	Common Stock	6,551	7,338
PHH Corp (370 shares)	Common Stock	6,839	5,961
Piper Jaffray Cos (107 shares)	Common Stock	5,643	5,415
Plantronics Inc (257 shares)	Common Stock	6,510	6,677
PS Business Parks Inc (81 shares)	Common Stock	3,701	4,054
Rackspace Hosting Inc (458 shares)	Common Stock	4,829	9,549
Rock Tenn Co Cl A (170 shares)	Common Stock	7,135	8,570
Rosetta Resources Inc (438 shares)	Common Stock	3,920	8,725
Boston Beer Company Inc (42 shares)	Common Stock	1,998	1,957
Stifel Financial Corp (155 shares)	Common Stock	6,710	9,182
Stone Energy Corp (233 shares)	Common Stock	4,247	4,206
Madden Steve Ltd (101 shares)	Common Stock	3,989	4,165
SVB Finl Group (92 shares)	Common Stock	3,889	3,833
Tanger Factory Outlet Center (212 shares)	Common Stock	6,372	8,266
Stein Mart Inc (379 shares)	Common Stock	4,441	4,040
Solutia Inc (600 shares)	Common Stock	6,141	7,620
Steris Corp (72 shares)	Common Stock	2,502	2,014
Trueblue Inc (217 shares)	Common Stock	2,884	3,214
Tempur Pedic Intl Inc (563 shares)	Common Stock	6,462	13,304
UMB Financial Corp (185 shares)	Common Stock	7,948	7,280
Westlake Chem Corp (170 shares)	Common Stock	3,614	4,238
Whitig Petroleum Corp (33 shares)	Common Stock	3,140	2,358
Wright Express Corp (275 shares)	Common Stock	6,978	8,762
Galleon Access Ltd		320,000	336,046
ML Winton FuturesAccess LLC		159,999	163,152
Paulson Advantage Access II		319,999	319,999
Rounding adjustment			-29
		8,059,714	7,901,817

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line4i - Schedule of Assets (Acquired and Disposed of Within Year)			
FNMA P981774 5%2023	Govt Security	5,114	4,425
FHLMC G1 3161 5.5%2023	Govt Security	15,345	14,037
FHLMC G1 8181 5%2022	Govt Security	9,209	8,402
FHLMC G0 8333 5%2039	Govt Security	4,999	4,850

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Andarko Pete Corp	Common Stock	17,101	25,487
Darden Restaurants Inc	Common Stock	8,904	8,495
Family Dollar Stores	Common Stock	16,264	14,911
H&R Block Inc	Common Stock	15,942	15,645
Sunoco Inc	Common Stock	16,102	11,963
Adidas	Common Stock	5,345	6,770
Adecco	Common Stock	5,308	7,059
Asahi Breweries Ltd	Common Stock	7,919	9,733
Bayerische Motorenwerke	Common Stock	8,018	10,034
Deutsche Post	Common Stock	14,945	20,515
Givaudan	Common Stock	7,069	9,075
Julius Baer Hldgs	Common Stock	5,398	7,948
Nomura Resh Inst Ltd	Common Stock	3,963	5,093
NTT Data Corp	Common Stock	2,207	2,551
Omron Corp	Common Stock	4,700	6,387
Sonic Healthcare	Common Stock	3,462	3,549
Takeda Pharmaceutical	Common Stock	5,372	3,992
Yamato Hldgs Co Ltd	Common Stock	4,118	5,644
Frontier Oil Corp	Common Stock	1,454	1,520
Interdigital Inc	Common Stock	1,269	1,350
Isis Pharmaceuticals Inc	Common Stock	3,468	2,761
KBR Inc	Common Stock	1,520	1,746
Herman Miller Inc	Common Stock	2,388	2,911
Penn Natl Gaming Corp	Common Stock	1,626	1,654
Sepracor Inc	Common Stock	2,237	3,141
Toll Bros Inc	Common Stock	1,708	1,662
ABB Ltd	Common Stock	8,197	8,426
Aetna Inc	Common Stock	19,507	16,417
Apollo Group Inc Cl A	Common Stock	21,558	19,756
ASML Hldg	Common Stock	10,365	11,829
Boeing Co	Common Stock	9,627	8,190
BHP Billiton Ltd	Common Stock	18,180	19,455
CA Inc	Common Stock	7,553	7,583
Celgene Corp	Common Stock	10,682	12,712
Cnooc Ltd	Common Stock	12,279	12,742
CME Group Inc	Common Stock	10,210	9,051
Canadian Natl Railway Co	Common Stock	9,077	8,888
CVS Caremark Corp	Common Stock	15,250	14,557
General Mills	Common Stock	14,904	16,890
Goldman Sachs Group Inc	Common Stock	16,803	23,835
Hess Corp	Common Stock	7,896	6,304
Honeywell Intl Inc	Common Stock	9,405	9,984
JC Penney Co	Common Stock	11,789	10,147
Symantec Corp	Common Stock	10,324	9,088

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Walgreen Co	Common Stock	14,844	17,337
United States Steel Corp	Common Stock	14,343	17,584
Yum Brands Inc	Common Stock	10,047	9,697
Rockwell Collins Inc	Common Stock	2,778	3,318
Petrohawk Energy Corp	Common Stock	5,362	5,748
Monsanto Co	Common Stock	1,914	1,805
Asbury Automotibe Group	Common Stock	3,925	3,747
ADC Telecommunications	Common Stock	5,740	4,267
Dycom Inds Inc	Common Stock	4,122	4,211
Chart Inds Inc	Common Stock	3,587	2,755
Gymboree Corp	Common Stock	3,635	4,619
Hot Topic Inc	Common Stock	3,774	3,175
James Riv Coal Co	Common Stock	2,302	2,201
National Cinemedia Inc	Common Stock	2,814	3,313
Rehabcare Group Inc	Common Stock	2,883	3,242
Sigma Designs Inc	Common Stock	3,383	3,271
Starenet Networks Corp	Common Stock	7,375	11,835
Stewart Info Svc Corp	Common Stock	3,510	2,890
Synaptics Inc	Common Stock	6,757	4,666
True Religion Apparel Inc	Common Stock	3,413	6,039