

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	☐ a multiemployer plan; ☐ a 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 ALVINS, LARICH, ALSON PROFIT SHARING/401(K) PLAN AND TRUST	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 02/24/1966
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) ALVINS JEWELERS, INC. 31105 BAINBRIDGE ROAD, BLDG. 3 SOLON, OH 44139	2b Employer Identification Number (EIN) 34-0897141 2c Sponsor's telephone number 440-498-8300 2d Business code (see instructions) 448310

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.	10/12/2010	DAVID SCHREIBMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2010	LETA MANCINI
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ALVINS JEWELERS, INC. 31105 BAINBRIDGE ROAD, BLDG. 3 SOLON, OH 44139	3b Administrator's EIN 34-0897141 3c Administrator's telephone number 440-498-8300
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	132
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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	80
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	47
d Subtotal. Add lines 6a , 6b , and 6c	6d	127
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	127
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	112
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2G 2J 2K 2F 2T

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan ALVINS, LARICH, ALSON PROFIT SHARING/401(K) PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ALVINS JEWELERS, INC.	D Employer Identification Number (EIN) 34-0897141	

Part I	Service Provider Information (see instructions)
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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
CHARLES SCHWAB & CO INC AND AFFIL
94-1737782

(b) Enter name and EIN or address of person who provided you disclosure 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)

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	15358	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB & CO INC

94-1737782

(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?
59	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

CHARLES SCHWAB TRUST COMPANY

42-1558009

(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?
59 52 62	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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
CHARLES SCHWAB & CO AND AFFILIATES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>ALVINS, LARICH, ALSON PROFIT SHARING/401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ALVINS JEWELERS, INC.</u>	D Employer Identification Number (EIN) <u>34-0897141</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RETIREMENT INC</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB TRUST COMPANY</u>		
c EIN-PN <u>81-0625169-005</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1550</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB TRUST COMPANY</u>		
c EIN-PN <u>81-0625180-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>391148</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RETIREMENT 2030</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB TRUST COMPANY</u>		
c EIN-PN <u>81-0625169-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1407</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RETIREMENT 2040</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB TRUST COMPANY</u>		
c EIN-PN <u>81-0625169-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3934</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RETIREMENT 2010</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB TRUST COMPANY</u>		
c EIN-PN <u>81-0625169-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4894</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RETIREMENT 2050</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB TRUST COMPANY</u>		
c EIN-PN <u>81-0625169-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RETIREMENT 2020</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB TRUST COMPANY</u>		
c EIN-PN <u>81-0625169-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>55</u>

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

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>ALVINS, LARICH, ALSON PROFIT SHARING/401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALVINS JEWELERS, INC.</u>	D Employer Identification Number (EIN) <u>34-0897141</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	<u>31180</u>	
(2) Participant contributions	1b(2)		<u>3891</u>
(3) Other.....	1b(3)	<u>3297</u>	<u>3276</u>
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	<u>91047</u>	<u>109691</u>
(9) Value of interest in common/collective trusts.....	1c(9)	<u>326918</u>	<u>402988</u>
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>1986771</u>	<u>2481603</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2439213	3001449

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2439213	3001449
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	146400	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		146400

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	6299	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6299

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	36229	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		36229

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		30447
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		448850
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		668225

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	88736	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		88736
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1895	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	15358	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17253
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		105989

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		562236
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **SS&G FINANCIAL SERVICES, INC.**

(2) EIN: **34-1411795**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>ALVINS, LARICH, ALSON PROFIT SHARING/401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALVINS JEWELERS, INC.</u>	D Employer Identification Number (EIN) <u>34-0897141</u>	

Part I	Distributions
---------------	----------------------

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

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

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

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 42-1558009

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**ALVIN'S,
LARICH, ALSON
PROFIT-SHARING/401(k)
PLAN AND TRUST**

***FINANCIAL
STATEMENTS***

***DECEMBER 31,
2009 AND 2008***

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

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Independent Auditors' Report

Cleveland Office

32125 Solon Road
Cleveland, OH 44139
www.SSandG.com
440-248-8787
440-248-0841 (f)

To the Trustees and Plan Participants of the
Alvin's, LaRich, Alson
Profit-Sharing/401(k) Plan and Trust
Cleveland, Ohio

We were engaged to audit the accompanying statements of net assets available for benefits of the Alvin's, LaRich, Alson Profit-Sharing/401(k) Plan and Trust (the Plan) as of December 31, 2009 and 2008 and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements are the responsibility of the Plan's management.

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

SS & G Financial Services, Inc.
CERTIFIED PUBLIC ACCOUNTANTS

Cleveland, Ohio
October 6, 2010

**Providing the
services that
bring solutions**

member of:
OSCPA, PCOAB, the AICPA's
Center for Audit Quality, and
The Leading Edge Alliance

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31,	
	<u>2009</u>	<u>2008</u>
ASSETS		
INVESTMENTS:		
Common/collective trusts	\$ 402,987	\$ 326,918
Registered investment companies	2,481,604	1,986,771
Participant loans	<u>109,691</u>	<u>91,047</u>
	2,994,282	2,404,736
RECEIVABLES		
Employer contribution	-	31,180
Employee contribution	3,891	-
Accrued interest and dividends	<u>3,276</u>	<u>3,297</u>
	<u>7,167</u>	<u>34,477</u>
TOTAL ASSETS	3,001,449	2,439,213
LIABILITIES		
Excess contributions payable	<u>6,027</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS		
AT FAIR VALUE	2,995,422	2,439,213
Adjustment from fair value to contract value for fully benefit - responsive investment contracts	<u>(2,680)</u>	<u>15,575</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,992,742</u>	<u>\$ 2,454,788</u>

See accompanying notes to financial statements.

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	FOR THE YEARS ENDED DECEMBER 31,	
	<u>2009</u>	<u>2008</u>
CHANGES TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME		
Net appreciation (depreciation) in fair value of investments	\$ 418,392	\$ (836,699)
Dividends	36,230	56,894
Interest	<u>48,949</u>	<u>43,886</u>
	503,571	(735,919)
CONTRIBUTIONS		
Participants', net of excess contributions	140,373	176,755
Employers'	<u>-</u>	<u>31,180</u>
	<u>140,373</u>	<u>207,935</u>
	643,944	(527,984)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	(88,736)	(219,957)
Administration expenses	<u>(17,254)</u>	<u>(17,955)</u>
	<u>(105,990)</u>	<u>(237,912)</u>
NET INCREASE (DECREASE)	537,954	(765,896)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of the year	<u>2,454,788</u>	<u>3,220,684</u>
End of the year	<u>\$ 2,992,742</u>	<u>\$ 2,454,788</u>

See accompanying notes to financial statements.

ALVIN'S, LARICH, ALSON PROFIT-SHARING/401(k) PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of the Plan

The following description of the Alvin's, LaRich, Alson Profit-Sharing/401(k) Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan generally covering all employees of Alvin's Jewelers, Inc., Alson Distributors, Inc. and LaRich Distributors, Inc. (the Companies) who have attained the age of 21 and have completed 1 year and 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

A portion of the Plan's administrative costs are absorbed by the Companies.

Contributions

The amount of profit sharing contributions, if any, is determined by the boards of directors of the Companies prior to the end of the Plan year. In addition, under the terms of the Plan, the Companies may make a matching contribution in an amount determined and announced by the Companies in advance of each year to which the matching contribution pertains. Participants must be employed as of the last day of the Plan year in order to share in any matching contributions. For the year ended December 31, 2008, the Companies contributed 25% of the first 6% of compensation that a participant contributes to the Plan. Unallocated forfeitures from the previous years are used to reduce the current year's matching contribution. Forfeitures used to offset the employer's matching contributions were \$1,894 and \$373 at December 31, 2009 and 2008 respectively. Effective 2009, the Company elected to terminate the employer match. Although not required in 2009 and 2008, the Companies may be required to make additional contributions if, in future years, the Plan should be considered "top heavy".

Employees who are participants are allowed to make contributions of pretax compensation as defined in the Plan. The maximum allowable deferral is 100% of total compensation not to exceed annual limits as determined by the Internal Revenue Service (IRS). Also, the Companies automatically enroll newly eligible employees as participants in the Plan if the participant election form is not returned with a response. The employee contribution for those automatically enrolled would be 3% of compensation and would be allocated to one of the Plan's investment options (Schwab Managed Retirement Trust Funds). Employees have the option to change investments once deferred.

The Plan allows participants to enroll and begin contributing into the Plan on January 1, April 1, July 1, or October 1 after meeting eligibility requirements.

ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE A - Description of the Plan, continued

Participant accounts

Each participant's account is credited with the participant's contributions and an allocation of the Companies contribution, Plan earnings, and administrative expenses. Allocations are based on participant contributions, earnings and account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided by the amount in the participant's account at retirement.

Vesting

Participants are immediately 100% vested in their salary deferral and employer matching contributions. Participants are vested in their profit sharing accounts based on years of continuous service (as defined by the Plan) as follows:

<u>Years of service</u>	<u>Vested percentage</u>
Upon completion of 2 years	20%
Upon completion of 3 years	40%
Upon completion of 4 years	60%
Upon completion of 5 years	80%
6 years or more	100%

Participant loans

Participants may borrow from their vested account balance at a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance at the date of the loan. Loans must be repaid through payroll deductions over a maximum term of five years. Interest charged on the participant loan is at a fixed rate equal to the prime rate at inception plus 1%. Interest rates range from 4.25% to 9.25%. Upon termination of employment, loans are immediately due and payable.

Payment of benefits

Distributions from a participant's account are not permitted before the normal age of retirement except in the event of death, disability, termination of employment, or financial hardship, as defined.

The Plan also allows employees over the age of 65 to take an in-service withdrawal of their vested account balances. A participant who receives a hardship distribution of voluntary contributions shall be prohibited from making elective deferrals for six months after receipt of distribution.

The Plan includes an automatic rollover provision as defined by the Internal Revenue Code with respect to distributions. If the vested balance is \$1,000 or less and the participant does not make an election to either receive or to roll over the distribution, the vested balance must be distributed as single lump-sum payment.

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

NOTE B - Summary of significant accounting policies

Basis of presentation

The accompanying financial statements have been prepared on an accrual basis and include recognition of net unrealized appreciation and depreciation of investments.

Valuation of investments

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

The Accounting Standards Codification (ASC) Topic on Defined Contribution Pension Plans requires that investment contracts held by a defined contribution plan be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the above adoption, the Statement of Net Assets Available for Benefits presents the fair value of the investment in the common / collective trusts as well as the adjustment for the fully benefit – responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for the years ended December 31, 2009 and 2008.

Use of estimates

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

Trust fund management

The Charles Schwab Trust Company serves as trustee of the Plan.

Evaluation of subsequent events

The Plan has evaluated subsequent events through October 6, 2010, which is the date the financial statement were available to be issued, and has determined that there were no subsequent events that have occurred through that date that have not already been reflected in the financial statements and/or disclosed in the notes. See Note I for a description of the subsequent events.

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

NOTE B - Summary of significant accounting policies, continued

Recent accounting pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) issued the *Accounting Standards Codification* (the Codification) as the single source of authoritative accounting guidance. The Codification did not change generally accepted accounting principles but rather enhanced the way accounting principles are organized. The Codification was effective for interim and annual periods ending after September 15, 2009.

In April 2009, the FASB issued updated guidance related to disclosure requirements for fair value measurements to require plans to report and define its major equity and debt security types based on the nature and risks of the related investment. The additional fair value disclosures were effective for periods ending on or after June 15, 2009 and have been implemented in these financial statements.

In September 2009, the FASB issued guidance which provides a practical expedient for measuring the fair values of Plan investments in a limited number of investments that calculate a net asset value per share (such as certain collective trusts, pooled separate accounts, hedge funds, private equity funds and funds of funds). This guidance also provides enhanced disclosure requirements, as disclosed in Note E, and became effective for Plan reporting periods ending after December 15, 2009.

NOTE C - Federal income tax

The Internal Revenue Service issued its latest determination letter on January 13, 2004, which stated that the Plan and its underlying trust, as amended, qualify under the applicable provisions of the Internal Revenue Code and therefore are exempt from federal income taxes. The Plan has been amended since receiving the determination letter; however, the Plan administrator believed that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

NOTE D - Investments

The Charles Schwab Trust Company is the trustee of the Plan. The Plan includes provisions whereby participants can direct allocation of their account balances between investment options depending on their personal investment objectives. Participants may allocate their investments in increments of 1%. At December 31, 2009 and 2008, the entire fund balance consists of participant directed funds.

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

NOTE D - Investments, continued

The Plan's investments are held and certified by The Charles Schwab Trust Company at December 31, 2009 and 2008. Financial information relating to those investments is included in the accompanying financial statements based on information provided and certified by The Charles Schwab Trust Company.

The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31:

	<u>2009</u>	<u>2008</u>
REGISTERED INVESTMENT COMPANIES		
PIMCO – Total Return Fund	\$ 517,924	\$ 442,451
Growth Fund of America R3	392,235	312,136
Vanguard Index 500	275,083	224,412
Vanguard Mid Cap Index	255,968	183,656
Vanguard Wellington Fund	218,593	202,392
Vanguard Equity Income Fund	181,296	159,645
Vanguard Total Intl Stock Index	160,237	143,948
Vanguard Small Cap Index	159,129	81,289
PIMCO-High Yield Fund	158,161	90,050
Vanguard Short Term Fed Ed Inv	152,052	138,269
COMMON/COLLECTIVE TRUSTS		
Schwab Stable Value Fund	391,148	320,822
Investments under 5% of Plan's net assets	<u>132,456</u>	<u>105,666</u>
	<u>\$ 2,994,282</u>	<u>\$ 2,404,736</u>

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

	<u>2009</u>	<u>2008</u>
Registered Investment Companies	\$ 406,200	\$ (848,008)
Common/Collective Trusts	<u>12,192</u>	<u>11,309</u>
	<u>\$ 418,392</u>	<u>\$ (836,699)</u>

ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

NOTE E - Fair Value measurements

The ASC *Fair Value Measures and Disclosure* defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. *Fair Value Measurements and Disclosure* does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

Fair Value Measurements and Disclosure establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobserved inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Input to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

NOTE E - Fair value measurements, continued

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered investment companies: Valued at the net asset value of shares held by the Plan at year-end.

Common/collective trust: Valued at net asset value of units held by the Plan at year end.

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

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

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

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Domestic large cap equity	\$ 859,540	\$ -	\$ -	\$ 859,540
Fixed income	828,137	-	-	828,137
Mid company equity	255,968	-	-	255,968
Balanced	218,593	-	-	218,593
International/Global equity	160,237	-	-	160,237
Small company equity	<u>159,129</u>	<u>-</u>	<u>-</u>	<u>159,129</u>
Total registered investment companies	2,481,604	-	-	2,481,604
Asset allocation	-	11,839	-	11,839
Common/collective trust –				
Stable value fund	-	391,148	-	391,148
Participant loans	<u>-</u>	<u>-</u>	<u>109,691</u>	<u>109,691</u>
Balance at December 31, 2009	<u>\$ 2,481,604</u>	<u>\$ 402,987</u>	<u>\$ 109,691</u>	<u>\$ 2,994,282</u>

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

NOTE E - Fair value measurements, continued

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

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Domestic large cap equity	\$ 704,716	\$ -	\$ -	\$ 704,716
Fixed income	670,770	-	-	670,770
Mid company equity	183,656	-	-	183,656
Balanced	202,392	-	-	202,392
International/Global equity	143,948	-	-	143,948
Small company equity	<u>81,289</u>	<u>-</u>	<u>-</u>	<u>81,289</u>
Total registered investment companies	1,986,771	-	-	1,986,771
Asset allocation	-	6,096	-	6,096
Common/collective trust -				
Stable value fund	-	320,822	-	320,822
Participant loans	<u>-</u>	<u>-</u>	<u>91,047</u>	<u>91,047</u>
Balance at December 31, 2008	<u>\$ 1,986,771</u>	<u>\$ 326,918</u>	<u>\$ 91,047</u>	<u>\$ 2,404,736</u>

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

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	Participant Loans
Balance beginning of year, January 1, 2008	\$ 105,692
Purchases, sales, issuances, settlements, net	<u>(14,645)</u>
Balance end of year, December 31, 2008	91,047
Purchases, sales, issuances, settlements, net	<u>18,644</u>
Balances end of year, December 31, 2009	<u>\$ 109,691</u>

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

NOTE F - Reconciliation of financial statements to Form 5500

Contributions received from participants for 2009 are net of payments of \$6,027 made during 2010 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant non-discrimination provisions of the Plan. These amounts are also included in the Plan's Statements of Net Assets Available for benefits as excess contributions payable at December 31, 2009. The 5500 records excess deferrals in the year paid.

As discussed in the valuation of investment section of Note B, the financial statements reports the value of the Plan's stable value fund investment at contract value whereas the Form 5500 reports at fair value.

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

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 2,992,742	\$ 2,454,788
Excess contributions payable	6,027	-
Adjustment from contract value to fair value for fully benefit – responsive investment contracts	<u>2,680</u>	<u>(15,575)</u>
Net assets per the Form 5500	<u>\$ 3,001,449</u>	<u>\$ 2,439,213</u>

The following is a reconciliation of income (loss) per the financial statements to the Form 5500 for the years ended December 31:

	<u>2009</u>	<u>2008</u>
Total income (loss) per financial statements	\$ 643,944	\$ (527,984)
Excess contributions	6,027	-
Adjustment from contract value to fair value for fully benefit – responsive investment contracts	<u>18,254</u>	<u>(16,392)</u>
Total income (loss) per the Form 5500	<u>\$ 668,225</u>	<u>\$ (544,376)</u>

**ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

NOTE G - Plan termination

Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE H - Related party transaction

In 2009 and 2008, the Plan was under contract with an administrator who is affiliated with the trustee of the Plan, Charles Schwab Trust Company. Fees paid by the Plan for the administrative services provided amounted to \$17,254 and \$17,955 for the years ended December 31, 2009 and 2008, respectively.

The Plan invests in the Schwab Stable Value, Schwab Managed Retirement Inc., and Schwab Managed Retirement 2030, Schwab Managed Retirement 2010, Schwab Managed Retirement 2040, Schwab Managed Retirement 2050 funds, which are managed by The Charles Schwab Trust Company. The Charles Schwab Trust Company is the Trustee as defined in the Plan, and therefore these transactions qualify as party-in-interest transactions.

Participant loans also qualify as party-in-interest transactions.

NOTE I - Subsequent Events

Subsequent to year end, management of Alvin's Jewelers decided to close all of its locations which will happen at various times throughout 2010. Although a significant number of participants were employed by Alvin's there is currently no intention to terminate the plan.

ALVIN'S, LARICH, ALSON
PROFIT-SHARING/401(k) PLAN AND TRUST
EIN 34-0897141
PLAN NUMBER 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

DECEMBER 31, 2009

	Identity of issue, borrower, lessor, or similar party	Description (including maturity dates, rates of interest, collateral par or maturity value)	Current Value at December 31, 2009
(a)	(b)	(c)	(e)
*	Participant Loans	4.25%-9.25%	\$ 109,691
*	Schwab Stable Value Fund	Common/Collective Trusts	391,148
*	Schwab Managed Retirement 2010	Common/Collective Trusts	4,894
*	Schwab Managed Retirement 2040	Common/Collective Trusts	3,934
*	Schwab Managed Retirement Inc	Common/Collective Trusts	1,550
*	Schwab Managed Retirement 2030	Common/Collective Trusts	1,407
*	Schwab Managed Retirement 2020	Common/Collective Trusts	54
			402,987
	PIMCO-Total Return Fund	Registered Investment Company	517,924
	Growth Fund of America R3	Registered Investment Company	392,235
	Vanguard Index 500 Portfolio Y	Registered Investment Company	275,083
	Vanguard Mid Cap Index	Registered Investment Company	255,968
	Vanguard Wellington Fund	Registered Investment Company	218,593
	Vanguard Equity Income Fund	Registered Investment Company	181,296
	Vanguard Total Intl Stock Index	Registered Investment Company	160,237
	Vanguard Small Cap Index	Registered Investment Company	159,129
	PIMCO-High Yield Fund	Registered Investment Company	158,161
	Vanguard Short Term Fed Fd Inv	Registered Investment Company	152,052
	Vanguard Value Index Fund	Registered Investment Company	10,926
			2,481,604
	TOTAL INVESTMENTS		\$ 2,994,282

* party-in-interest

See independent auditors' report.

ALVINS, LARICH, ALSON PROFIT SHARING/401(k) PLAN AND TRUST
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2009

EIN: 34-0897141
Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.40% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.60% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.50% of average daily balance of asset(s)

Received by Charles Schwab Trust Company (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Rate of 0.44% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR:

Alvins Jewelers, Inc.

NAME OF PLAN:

Alvins, Larich, Alson Profit Sharing / 401(k) Plan and Trust

EIN:

34-0897141

PLAN NUMBER:

001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 9.25%)		109,691
*	SCHWAB STABLE VALUE FUND	Common Collective Trust Fund		391,148
*	SCHWAB MANAGED RETIREMENT 2010	Common Collective Trust Fund		4,894
*	SCHWAB MANAGED RETIREMENT 2020	Common Collective Trust Fund		55
*	SCHWAB MANAGED RETIREMENT 2030	Common Collective Trust Fund		1,407
*	SCHWAB MANAGED RETIREMENT 2040	Common Collective Trust Fund		3,934
*	SCHWAB MANAGED RETIREMENT INC	Common Collective Trust Fund		1,550
	GROWTH FUND OF AMERICA R3	Registered Investment Company		392,235
	PIMCO HIGH YIELD FUND CL D	Registered Investment Company		158,161
	PIMCO TOTAL RETURN FUND	Registered Investment Company		517,924
	VANGUARD EQUITY INCOME FUND	Registered Investment Company		181,296
	VANGUARD INDEX 500	Registered Investment Company		275,083
	VANGUARD MID CAP INDEX	Registered Investment Company		255,968
	VANGUARD SHORT TERM FED FD INV	Registered Investment Company		152,052
	VANGUARD SMALL CAP INDEX FUND	Registered Investment Company		159,129
	VANGUARD TOTAL INTL STOCK INDX	Registered Investment Company		160,237
	VANGUARD VALUE INDEX FUND	Registered Investment Company		10,926
	VANGUARD WELLINGTON	Registered Investment Company		218,592