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
SPECS FAMILY PARTNERS EMPLOYEES PROFIT SHARING PLA

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1968

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

ROBERT J. HEISLER

2410 SMITH STREET
HOUSTON, TX 77006

2b Employer Identification Number (EIN)
74-1532648

2c Sponsor's telephone number
713-526-8787

2d Business code (see instructions)
445310

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.	10/13/2010	ROBERT J. HEISLER
	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")

SPECS FAMILY PARTNERS, LTD.
ROBERT J. HEISLER
2410 SMITH STREET
HOUSTON, TX 77006

3b Administrator's EIN: 74-1532648

3c Administrator's telephone number: 713-526-8787

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**	1543
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**	1499
b	Retired or separated participants receiving benefits	**6b**	6
c	Other retired or separated participants entitled to future benefits	**6c**	242
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1747
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	1747
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1747
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	72
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

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)** [X] 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)** [X] 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)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
SPECS FAMILY PARTNERS EMPLOYEES PROFIT SHARING PLA

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
SPECS FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
SUN LIFE ASSURANCE CO. OF CANADA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
38-1082080	80802	0A4188	1	08/31/2008	08/30/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ 1980 CSO, 4%

b	Premiums paid to carrier	6b	3045
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) [X] individual policies (2) [ ] group deferred annuity

(3) [ ] other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ [ ]

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) [ ] deposit administration (2) [ ] immediate participation guarantee

(3) [ ] guaranteed investment (4) [ ] other ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
SPECS FAMILY PARTNERS EMPLOYEES PROFIT SHARING PLA

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPECS FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

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)

MERILL LYNCH

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?
33	BROKERAGE	12381	Yes [X] No [ ]	Yes [X] No [ ]	1775	Yes [ ] No [X]

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

UHY LLP

20-0694403

(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	AUDITOR	22063	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

UHY ADVISORS TX, LLC

76-0522558

(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	TAX PREPARER	8328	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

(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
MERILL LYNCH	33	1775

(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.
MERILL LYNCH 4 WORLD FINANCIAL CTR, 250 VESEY ST NEW YORK, NY 10281 13-5674085	BROKERAGE

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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
SPECS FAMILY PARTNERS EMPLOYEES PROFIT SHARING PLA

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPECS FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

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)	325000	200000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	3048	2734
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	567517	928414
(2) U.S. Government securities	1c(2)	10417	10119
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	203796	162142
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1853694	414763
(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)	25831	25133
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	423395	2307338
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	32753	36478

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	3445451	4087121
	Liabilities			
g	Benefit claims payable	1g	378441	230377
h	Operating payables	1h	3980	66
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	382421	230443
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3063030	3856678

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)	200000	
	(B) Participants	2a(1)(B)		
	(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)		200000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	295	
	(B) U.S. Government securities	2b(1)(B)	30	
	(C) Corporate debt instruments	2b(1)(C)	10750	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	3107	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14182
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	35005	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	47359	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		82364
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	2186955	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2525433	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-338478

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	898536	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		898536
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		54256
c Other income	2c		-1886
d Total income. Add all **income** amounts in column (b) and enter total	2d		908974
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	72554	
(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)		72554
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)	30391	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	12381	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		42772
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		115326
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		793648
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

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

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

(1) Name: UHY LLP (2) EIN: 20-0694403

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		8927
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		3000000
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
SPECS FAMILY PARTNERS EMPLOYEES PROFIT SHARING PLA

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPECS FAMILY PARTNERS, LTD.

D Employer Identification Number (EIN)
74-1532648

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): 76-0103928

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):

UHY LLP
Certified Public Accountants

12 Greenway Plaza, Suite 1202
Houston, TX 77046
Phone 713-561-6500
Fax 713-968-7128
Web www.uhy-us.com

Independent Auditors' Report

To the Trustees of the
Spec's Family Partners Employees' Profit Sharing Plan
Houston, Texas

We have audited the accompanying statements of net assets available for benefits of the Spec's Family Partners Employees' Profit Sharing Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedules on pages 11 - 14 are presented to comply with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

UHY LLP

Houston, Texas
October 7, 2010

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN EIN 74-1532648
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS Plan No. 001
(HELD AT END OF YEAR)
DECEMBER 31, 2009

(a)	(b) Identity of Issuer, 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
	Altria Group	500 Shares	$ 11,105	$ 9,815
	AT&T	500 Shares	13,110	14,015
	Automatic Data Processing	300 Shares	11,393	12,846
	Baxter International Inc.	100 Shares	5,648	5,868
	Becton Dickinson Co.	200 Shares	13,031	15,772
	Blackrock Global	15,803 Shares	266,488	283,815
	Bristol-Myers Squibb Co.	600 Shares	13,097	15,150
	Cash Value of Life Insurance Contract	N/A N/A	-	36,478
	Chevron Texaco Corp.	200 Shares	7,461	15,398
	Coca Cola	300 Shares	14,844	17,100
	Colgate Palmolive	100 Shares	6,737	8,215
	Commonwealth Edison Bond	10,000 Shares	10,660	11,055
	CMA Government Securities Money Market Fund	927,073 Units	927,073	927,073
	Donnelley & Sons Bond	20,000 Shares	18,600	20,006
	Ecolab Inc.	300 Shares	12,741	13,374
	Emerson Electric	600 Shares	25,136	25,560
	Evergreen Asset	25,022 Shares	269,131	284,500
	Exxon	200 Shares	11,120	13,638
	First Eagle	4,295 Shares	160,235	172,254
	FPL Group	300 Shares	11,757	15,846
	Gateway Natixis	5,012 Shares	121,108	126,491
	General Mills	200 Shares	12,108	14,162
	Goldman Sachs Bond	25,000 Shares	25,211	26,684
	Home Depot Bond	20,000 Shares	19,557	20,474
	IBM	200 Shares	23,974	26,180
	Ivy Asset Strategy	12,542 Shares	264,101	281,323
	Kellogg Co.	200 Shares	9,401	10,640
	Kinder Morgan Energy Partners	15 Shares	682	885
	Lockheed Martin Corp.	200 Shares	15,231	15,070
	Loomis Natixis Global	9,068 Shares	107,892	117,525
	Loomis Sayles Invt Grade	13,699 Shares	152,705	160,000
	McDonalds Corp.	300 Shares	18,539	18,732
*	Merrill Lynch Treasury Bonds	11,000 Shares	9,672	10,119
*	ML PFD Capital Trust III	500 Shares	12,500	10,885
*	ML S&P 500	5,000 Shares	51,341	67,141
	Nike, Inc.	100 Shares	5,648	6,607
	Oppenheimer International	24,512 Shares	153,557	156,877

See independent auditors' report.

(a)	(b) Identity of Issuer, 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
	Philip Morris International	200 Shares	10,122	9,638
	Pimco Total Return Fund	29,070 Shares	309,356	313,958
	Praxair Inc.	100 Shares	7,826	8,031
	Price Latin America Fund	8,497 Shares	119,367	410,594
	Prudential Financial Bond	15,000 Shares	14,696	15,640
	Target Corp Bond	50,000 Shares	50,735	52,136
	United Techs Corp.	200 Shares	12,950	13,882
	Valero Logistics Bond	5,000 Shares	5,079	5,263
	Verizon Communication	800 Shares	27,053	26,504
	Wal Mart Stores, Inc.	300 Shares	13,929	16,035
	Participant Loans	7.5% - 8% Interest Maturities through March 2014	-	25,133
	TOTAL INVESTMENTS		$ 3,383,707	$ 3,884,387

See independent auditors' report.

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;
- [X] a single-employer plan;
- [ ] a multiple-employer plan; or
- [ ] a DFE (specify) _____

B This return/report is:
- [ ] the first return/report;
- [ ] an amended return/report;
- [ ] the final 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;
- [ ] special extension (enter description)
- [ ] automatic extension;
- [ ] the DFVC program;

Part II Basic Plan Information - enter all requested information

1a Name of plan
SPECS FAMILY PARTNERS EMPLOYEES PROFIT SHARING PLA

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1968

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

ROBERT J. HEISLER
2410 SMITH STREET

HOUSTON TX 77006

2b Employer Identification Number (EIN) 74-1532648

2c Sponsor's telephone number 713-526-8787

2d Business code (see instructions) 445310

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	[signature]	10/13/10	ROBERT J. HEISLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10/13/10	ROBERT J. HEISLER
	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")	3b Administrator's EIN
SAME	3c Administrator's telephone number

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:	4b EIN
a Sponsor's name	4c PN

5 Total number of participants at the beginning of the plan year	5	1543
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	1499
b Retired or separated participants receiving benefits	6b	6
c Other retired or separated participants entitled to future benefits	6c	242
d Subtotal. Add lines **6a, 6b,** and **6c**	6d	1747
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f Total. Add lines **6d** and **6e**	6f	1747
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	1747
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	72
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

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)	9b Plan benefit arrangement (check all that apply)
(1) [X] Insurance	(1) [X] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(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	b General Schedules
(1) [X] **R** (Retirement Plan Information)	(1) [X] **H** (Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] **I** (Financial Information - Small Plan)
	(3) [X] 1 **A** (Insurance Information)
	(4) [X] **C** (Service Provider Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ] **D** (DFE/Participating Plan Information)
	(6) [ ] **G** (Financial Transaction Schedules)

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2009

EIN 74-1532648
Plan No. 001

Participant contributions transferred late to Plan	Total That Constitute Nonexempt Prohibited Transactions			
Check here if late participant loan repayments are included: ☒	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51
$ 8,927	$ -	$ 8,927	$ -	$ -

See independent auditors' report.

SPEC'S FAMILY PARTNERS
EMPLOYEES' PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

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All other supplemental schedules required by the Employment Retirement Income Security Act of 1974 are not applicable and have been omitted.

UHY LLP
Certified Public Accountants

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Houston, TX 77046
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Independent Auditors' Report

To the Trustees of the
Spec's Family Partners Employees' Profit Sharing Plan
Houston, Texas

We have audited the accompanying statements of net assets available for benefits of the Spec's Family Partners Employees' Profit Sharing Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedules on pages 11 - 14 are presented to comply with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

UHY LLP

Houston, Texas
October 7, 2010

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2009	December 31, 2008
ASSETS		
INVESTMENTS, at fair value		
Money market	$ 927,073	$ 567,049
Mutual funds	2,307,338	423,395
Equity securities	578,246	2,057,958
Government securities	10,119	10,417
Participant loans	25,133	25,831
Cash surrender value of life insurance contract	36,478	32,753
TOTAL INVESTMENTS	3,884,387	3,117,403
RECEIVABLES		
Employer	200,000	325,000
Other	2,734	3,048
TOTAL RECEIVABLES	202,734	328,048
TOTAL ASSETS	4,087,121	3,445,451
LIABILITIES		
Accounts payable and accrued expenses	66	3,980
TOTAL LIABILITIES	66	3,980
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,087,055	$ 3,441,471

See accompanying notes to financial statements.

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

ADDITIONS TO PLAN ASSETS	
INVESTMENT INCOME	
Net appreciation in fair value of investments	$ 621,673
Interest, dividends and other income	87,301
TOTAL INVESTMENT INCOME	708,974
CONTRIBUTIONS	
Employer contributions	200,000
TOTAL CONTRIBUTIONS	200,000
TOTAL ADDITIONS TO PLAN ASSETS	908,974
DEDUCTIONS FROM PLAN ASSETS	
Benefit payments	220,618
Expenses	42,772
TOTAL DEDUCTIONS FROM PLAN ASSETS	263,390
NET INCREASE	645,584
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	3,441,471
End of year	$ 4,087,055

See accompanying notes to financial statements.

NOTE A - DESCRIPTION OF PLAN

The following description of the Spec's Family Partners Employees' Profit Sharing Plan (the "Plan"), previously known as the C.B. Jackson Company Employees' Profit Sharing Plan, provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan is a non-participant directed defined contribution plan covering all eligible employees of Spec's Family Partners, Ltd. (the "Company"), and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), and its amendments.

Contributions: Contributions to the Plan are at the discretion of the Company within applicable limits permitted by law. Participant contributions to the Plan are not permitted. The Company made a discretionary profit sharing contribution of $200,000 to the Plan in 2009.

Participant Accounts: Each participant's account is credited with an allocation of (a) the Company's contribution, (b) Plan earnings as of the last day of the current plan year and (c) forfeitures of terminated participants' nonvested accounts. There were no unallocated forfeitures as of December 31, 2009 and 2008. Employer contributions were reduced by $58,143 for the year ended December 31, 2009. Allocations are based on participant qualified compensation or account balances, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested based on years of vesting service during which the participant completes 1,000 or more hours of service. A participant is 0% vested until they have completed 2 years of vesting service at which time they become 20% vested. Thereafter, vesting increases at the rate of 20% for each successive year of vesting service until full (100%) vesting is attained upon completion of 6 years of vesting service.

Eligibility: Eligible employees of the Company are eligible to participate in the Plan as of the last day of any 12 month period commencing on the employee's hire date and each subsequent anniversary of such date in which the employee first completes 1,000 hours of service. Leased employees, certain collectively bargained employees, and non-resident aliens with non-U.S. source income are not eligible to participate in the Plan.

Payment of Benefits: On termination of service, normal retirement or death, a participant may elect to receive a lump-sum amount equal to the value of their vested account balance within 60 days of the Plan year-end or as soon as administratively feasible.

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

Participant Loans: Participants may borrow from their account balance a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from 1 year to 5 years maximum, unless they are for the purchase of a residence. The loans are secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Principal and interest is paid ratably through payroll deductions.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Standards Codification: In June 2009, the Financial Accounting Standards Board ("FASB") issued FASB Accounting Standards Codification ("ASC") 105, *Generally Accepted Accounting Principles*, which establishes the ASC as the sole source of authoritative guidance for generally accepted accounting principles in the United States of America. Pursuant to the provisions of ASC 105, the Plan has updated its references to the generally accepted accounting principles in the United States of America in the notes to its financial statements. The adoption of ASC 105 did not impact the Plan's financial position or results of operations.

Basis of Accounting: The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with the accounting principles generally accepted in the United States of America.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition: Investments in money market, mutual funds, equity and government securities are stated at fair value, based on the market value of the underlying investments. The cash surrender value of life insurance contract represents the value received if the policy had been surrendered, based on current market interest rates and cost of insurance. Participant loans are stated at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risk and Uncertainties: The Plan provides for various investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

Payment of Benefits: Benefits are recorded when paid.

Subsequent Events: In accordance with ASC 855, *Subsequent Events*, the Plan has evaluated subsequent events for recognition or disclosure through October 7, 2010, which is the date these financial statements were available for issuance. There were no subsequent events requiring recognition or disclosure in the Plan's financial statements as of and for the year ended December 31, 2009.

NOTE C - INVESTMENTS

Cash balances are primarily deposited in money market funds that invest in short-term government securities at variable rates of interest. All cash remains fully invested in these money market accounts until disbursement requests are received by the brokerage account. At the time of request, funds are liquidated from the account to the extent required to cover the amount of the disbursement. Total interest from all sources was $14,497, including interest on money market funds of $11,390 and interest on participant loans of $3,107 for the year ended December 31, 2009.

The Plan's investments, excluding the money market funds, are held by a brokerage administered trust fund and are presented at fair value based on quoted market prices as determined by the brokerage administered trust fund. The securities dealer manages the investments, diversifying the investment portfolio between fixed income and equity securities and between both short-term and long-term investments to help realize a consistent return. All investment decisions are made by the Plan's administrator. The Plan invests assets in mutual funds that are offered by registered investment companies regulated under the Investment Company Act of 1940, and in securities listed on national securities exchanges registered under the Securities Exchange Act of 1934.

The following table presents the fair value of investments. Investments that represent 5% or more of net assets available for benefits in either of the two years are as follows:

	December 31,	
	2009	2008
Blackrock Global[(1)]	$ 283,815	$ -
Evergreen Asset[(1)]	284,500	-
Ivy Asset Strategy[(1)]	281,323	-
Pimco Total Return Fund[(1)]	313,958	-
Price Latin America Fund	410,594	191,548
CMA Government Securities Money Market Fund	927,073	567,049
Other Investments < 5%	1,383,124	2,358,806
Total investments, at fair value	$ 3,884,387	$ 3,117,403

(1) Over 5% in 2009 only. 2008 information listed for comparison purposes only.

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

Mutual funds	$ 368,236
Marketable securities	253,732
Government securities	(295)
	$ 621,673

NOTE D - FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, which the Plan prospectively adopted on January 1, 2008, defines fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 requires disclosure of the extent to which fair value is used to measure financial and non-financial assets and liabilities, the inputs utilized in calculating valuation measurements, and the effect of the measurement of significant unobservable inputs on earnings, or changes in net assets, as of the measurement date.

ASC 820 establishes a three-level valuation hierarchy based upon the transparency of inputs utilized in the measurement and valuation of financial assets or liabilities as of the measurement date:

- *Level 1* - unadjusted, quoted prices for identical assets or liabilities in active markets;
- *Level 2* - quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted market prices that are observable or that can be corroborated by observable market data by correlation; and
- *Level 3* - unobservable inputs based upon the reporting entity's internally developed assumptions that market participants would use in pricing the asset or liability.

The Plan evaluated its financial assets and liabilities for those that met the criteria of the disclosure requirements and fair value framework of ASC 820. The following fair value hierarchy table presents information about the Plan's investments measured at fair value on a recurring basis as of December 31, 2009 and 2008:

	Fair Value Measurements as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Money Market	$ 927,073	$ -	$ -	$ 927,073
Mutual Funds:				
Blended funds	867,060	-	-	867,060
Value funds	1,158,955	-	-	1,158,955
Growth funds	281,323	-	-	281,323
Total mutual funds	2,307,338	-	-	2,307,338
Equity Securities:				
Blended funds	181,674	-	-	181,674
Value funds	288,463	-	-	288,463
Growth funds	108,109	-	-	108,109
Total equity securities	578,246	-	-	578,246
Government Securities	10,119	-	-	10,119
Participant Loans	-	-	25,133	25,133
Cash surrender value life insurance	-	36,478	-	36,478
Total investments measured at fair value	$ 3,822,776	$ 36,478	$ 25,133	$ 3,884,387

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

	Fair Value Measurements as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Money Market	$ 567,049	$ -	$ -	$ 567,049
Mutual Funds:				
Blended funds	207,144	-	-	207,144
Value funds	216,251	-	-	216,251
Growth funds	-	-	-	-
Total mutual funds	423,395	-	-	423,395
Equity Securities:				
Blended funds	612,935	-	-	612,935
Value funds	789,408	-	-	789,408
Growth funds	655,615	-	-	655,615
Total equity securities	2,057,958	-	-	2,057,958
Government Securities	10,417	-	-	10,417
Participant Loans	-	-	25,831	25,831
Cash surrender value life insurance	-	32,753	-	32,753
Total investments measured at fair value	$ 3,058,819	$ 32,753	$ 25,831	$ 3,117,403

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

Balance, beginning of year	$ 25,831
Issuances, repayments and settlements, net	(698)
Balance, end of year	$ 25,133

The determination of the fair values above incorporates various factors required under ASC 820. The Plan's valuation methodology used to measure the fair values of money market funds, mutual funds and common stock were derived from quoted closing market prices traded in active markets. Participant loans are valued at their amortized costs, which approximates their fair values.

NOTE E - INCOME TAX STATUS

The Plan received a favorable determination letter from the Internal Revenue Service dated July 27, 2009 regarding the qualified status of the Plan as amended under Internal Revenue Code (the "Code") Section 401(a). The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE F - RECONCILIATION TO FORM 5500

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

	December 31,	
	2009	2008
Net assets available for benefits per the financial statements	$ 4,087,055	$ 3,441,471
Less: benefit claims payable	(230,377)	(378,441)
Net assets available for benefits per the Form 5500	$ 3,856,678	$ 3,063,030

The following is a reconciliation of benefit payments per the accompanying financial statements to the Form 5500 for the year ended December 31, 2009:

Benefit payments per financial statements	$ 220,618
Difference in benefit claims payable	(148,064)
Benefit payments per tax form 5500	$ 72,554

NOTE G - PARTIES-IN-INTEREST

Plan investments include accounts managed by Merrill Lynch, affiliate of the Plan's trustee. Therefore, these transactions qualify as parties-in-interest transactions.

SUPPLEMENTAL SCHEDULES

Participant contributions transferred late to Plan	Total That Constitute Nonexempt Prohibited Transactions			
Check here if late participant loan repayments are included: ☒	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51
$ 8,927	$ -	$ 8,927	$ -	$ -

SPEC'S FAMILY PARTNERS EMPLOYEES' PROFIT SHARING PLAN EIN 74-1532648
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS Plan No. 001
(HELD AT END OF YEAR)
DECEMBER 31, 2009

(a)	(b) Identity of Issuer, 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
	Altria Group	500 Shares	$ 11,105	$ 9,815
	AT&T	500 Shares	13,110	14,015
	Automatic Data Processing	300 Shares	11,393	12,846
	Baxter International Inc.	100 Shares	5,648	5,868
	Becton Dickinson Co.	200 Shares	13,031	15,772
	Blackrock Global	15,803 Shares	266,488	283,815
	Bristol-Myers Squibb Co.	600 Shares	13,097	15,150
	Cash Value of Life Insurance Contract	N/A N/A	-	36,478
	Chevron Texaco Corp.	200 Shares	7,461	15,398
	Coca Cola	300 Shares	14,844	17,100
	Colgate Palmolive	100 Shares	6,737	8,215
	Commonwealth Edison Bond	10,000 Shares	10,660	11,055
	CMA Government Securities Money Market Fund	927,073 Units	927,073	927,073
	Donnelley & Sons Bond	20,000 Shares	18,600	20,006
	Ecolab Inc.	300 Shares	12,741	13,374
	Emerson Electric	600 Shares	25,136	25,560
	Evergreen Asset	25,022 Shares	269,131	284,500
	Exxon	200 Shares	11,120	13,638
	First Eagle	4,295 Shares	160,235	172,254
	FPL Group	300 Shares	11,757	15,846
	Gateway Natixis	5,012 Shares	121,108	126,491
	General Mills	200 Shares	12,108	14,162
	Goldman Sachs Bond	25,000 Shares	25,211	26,684
	Home Depot Bond	20,000 Shares	19,557	20,474
	IBM	200 Shares	23,974	26,180
	Ivy Asset Strategy	12,542 Shares	264,101	281,323
	Kellogg Co.	200 Shares	9,401	10,640
	Kinder Morgan Energy Partners	15 Shares	682	885
	Lockheed Martin Corp.	200 Shares	15,231	15,070
	Loomis Natixis Global	9,068 Shares	107,892	117,525
	Loomis Sayles Invt Grade	13,699 Shares	152,705	160,000
	McDonalds Corp.	300 Shares	18,539	18,732
*	Merrill Lynch Treasury Bonds	11,000 Shares	9,672	10,119
*	ML PFD Capital Trust III	500 Shares	12,500	10,885
*	ML S&P 500	5,000 Shares	51,341	67,141
	Nike, Inc.	100 Shares	5,648	6,607
	Oppenheimer International	24,512 Shares	153,557	156,877

See independent auditors' report.

(a)	(b) Identity of Issuer, 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
	Philip Morris International	200 Shares	10,122	9,638
	Pimco Total Return Fund	29,070 Shares	309,356	313,958
	Praxair Inc.	100 Shares	7,826	8,031
	Price Latin America Fund	8,497 Shares	119,367	410,594
	Prudential Financial Bond	15,000 Shares	14,696	15,640
	Target Corp Bond	50,000 Shares	50,735	52,136
	United Techs Corp.	200 Shares	12,950	13,882
	Valero Logistics Bond	5,000 Shares	5,079	5,263
	Verizon Communication	800 Shares	27,053	26,504
	Wal Mart Stores, Inc.	300 Shares	13,929	16,035
	Participant Loans	7.5% - 8% Interest Maturities through March 2014	-	25,133
	TOTAL INVESTMENTS		$ 3,383,707	$ 3,884,387

See independent auditors' report.

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Blackrock Global	Mutual Fund	$ 262,500	$ -	$ 262,500	$ -	$ -
CMA Government Securities	Money Market	2,621,116	-	2,621,116	-	-
CMA Government Securities	Money Market	-	2,261,092	2,261,092	-	-
Evergreen Asset	Mutual Fund	262,500	-	262,500	-	-
Ivy Asset Strategy	Mutual Fund	262,500	-	262,500	-	-
Pimco Total Return Fund	Mutual Fund	300,000	-	300,000	-	-

See independent auditors' report.

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Blackrock Global	Mutual Fund	$ 262,500	$ -	$ 262,500	$ -	$ -
CMA Government Securities	Money Market	2,621,116	-	2,621,116	-	-
CMA Government Securities	Money Market	-	2,261,092	2,261,092	-	-
Evergreen Asset	Mutual Fund	262,500	-	262,500	-	-
Ivy Asset Strategy	Mutual Fund	262,500	-	262,500	-	-
Pimco Total Return Fund	Mutual Fund	300,000	-	300,000	-	-

See independent auditors' report.