

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2009</div> 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 <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input checked="" type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input checked="" type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1995</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1995</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1995</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>COHEN FASHION OPTICAL INC.</u> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <u>100 QUENTIN ROOSEVELT BLVD.,</u> <u>STE. 400</u> <u>GARDEN CITY, NY 11530</u> </div> <div style="width: 45%;"> <u>100 QUENTIN ROOSEVELT BLVD.,</u> <u>STE. 400</u> <u>GARDEN CITY, NY 11530</u> </div> </div>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2954829</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>516-599-5500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>446130</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-2954829</u>	2c Sponsor's telephone number <u>516-599-5500</u>	2d Business code (see instructions) <u>446130</u>	
2b Employer Identification Number (EIN) <u>13-2954829</u>					
2c Sponsor's telephone number <u>516-599-5500</u>					
2d Business code (see instructions) <u>446130</u>					

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.	10/15/2010	RICHARD WINTER
	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

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") COHEN FASHION OPTICAL INC. 100 QUENTIN ROOSEVELT BLVD., STE. 400 GARDEN CITY, NY 11530	3b Administrator's EIN 13-2954829 3c Administrator's telephone number 516-599-5500
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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	174
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/21/2009		
A Name of plan COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 COHEN FASHION OPTICAL INC.		D Employer Identification Number (EIN) 13-2954829

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
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04-2647786

(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)

COHEN FASHION OPTICA

11-3258497

(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?
64	RECORDKEEPER	6000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 25	RECORDKEEPER	4955	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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>12/21/2009</u>		
A Name of plan <u>COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COHEN FASHION OPTICAL INC.</u>	D Employer Identification Number (EIN) <u>13-2954829</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	117803	0
	(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)	1693	0
	(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)	999039	0
	(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	1118535	0

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	1118535	0
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	86424	
(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)		86424
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8	
(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)	35	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		43
(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)	4202	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4202
(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)		

		(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)		
(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)		168066
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		258735

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1360628	
(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)		1360628
f Corrective distributions (see instructions)	2f		5682
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	10960	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10960
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1377270

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1118535
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: JANOVER LLC

(2) EIN: 11-3258497

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		150000
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: 0

- 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 12/21/2009

A Name of plan <u>COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COHEN FASHION OPTICAL INC.</u>	D Employer Identification Number (EIN) <u>13-2954829</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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):

**COHEN FASHION OPTICAL, INC.
401(K) EMPLOYEE
SAVINGS PLAN**

Financial Statements

December 31, 2009

COHEN FASHION OPTICAL, INC 401(K) EMPLOYEE SAVINGS PLAN

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Independent Auditors' Report

To the Plan Administrator and Participants of Cohen Fashion
Optical, Inc. 401(K) Employee Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of Cohen Fashion Optical, Inc 401(K) Employee Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the accompanying supplemental schedule. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Investments, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian, as of December 31, 2009 and 2008, and for the year then ended December 31, 2009 that the information provided to the plan administrator by the custodian is complete and accurate.

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

As further discussed in notes 1 and 5 to the financial statements, the Board of Directors of Cohen Fashion Optical Inc., the Plan's sponsor, voted in 2009 to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2008 financial statements to the liquidation basis used in presenting the 2009 financial statements.


October 15, 2010

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Statements of Net Assets Available for Benefits

<i>December 31,</i>	<i>2009</i>	<i>2008</i>
Assets		
Investments (at fair value):		
Money market fund	\$ -	\$ 117,803
Mutual funds	-	999,039
Participant loans	-	1,693
	<hr/>	<hr/>
Total investments (at fair value)	-	1,118,535
	<hr/>	<hr/>
Total assets	-	1,118,535
Liabilities		
Excess contribution payable	-	8,976
	<hr/>	<hr/>
Net assets available for benefits	<u>\$ -</u>	<u>\$ 1,109,559</u>

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

COHEN FASHION OPTICAL

401(K) EMPLOYEE SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ending December 31, 2009

Additions:

Investment income:

Interest and dividends	\$ 4,245
Net appreciation in fair value of investments	168,066
	<u>172,311</u>

Contributions:

Participants	<u>86,424</u>
--------------	---------------

Total additions	<u>258,735</u>
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Deductions:

Benefits paid to participants	1,351,652
Corrective contributions	5,682
Administrative expenses	<u>10,960</u>

Total deductions	<u>1,368,294</u>
------------------	------------------

Net decrease	(1,109,559)
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Net assets available for benefits:

Beginning of year	<u>1,109,559</u>
-------------------	------------------

End of year	<u><u>\$ -</u></u>
-------------	--------------------

COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

1. Plan Description

The following description of the Cohen Fashion Optical, Inc. 401(K) Employee Savings Plan (the “Plan”) provides only general information. For a more complete description of the Plan’s provisions, refer to the plan documents governing the Plan.

General - Cohen Fashion Optical, Inc. 401(K) Employee Savings Plan (the “Plan”) became effective January 1, 1995. It is a defined contribution plan covering all eligible employees of Cohen Fashion Optical, Inc. (the “Company”), and is intended to be a plan described in Section 401(K) of the Internal Revenue Code. The Plan is subject to the provision of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan has been amended in order to comply with the provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (“EGTRRA”) as well as the GUST requirements.

In October of 2009, the Plan was terminated and all participants were required to take a distribution or rollover their accounts to another plan or an IRA. As of December 31, 2009, all assets were liquidated.

Eligibility - The Plan was established for the benefit of all non-union employees who are 21 years and older, who have completed one year of service as defined in the Plan.

Contributions - Each year participants may contribute up to 60% of their annual gross earnings on a before tax basis, as defined in the Plan, subject to certain limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participant Contributions were \$86,424 for the year ended December 31, 2009. The Company may make matching contributions equal to a discretionary percentage to be determined by the Employer of the participants’ elective deferrals. There were no matching contributions for the year ended December 31, 2009.

Participant’s accounts - Participant’s accounts are invested, as determined by participants, in 19 mutual funds established and managed by Fidelity Investments (“Fidelity”). The custodian of the Plan is Fidelity Management Trust Company. Participant accounts are credited with the participants’ contributions, the Company matched contribution, if any, the Company’s profit sharing contribution, if any, and allocations of investment earnings which include unrealized appreciation or depreciation. Allocations of earnings are based on account balances, as defined in the Plan agreement.

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

1. Plan Description *(continued)*

Vesting - Participants are always 100% vested in rollover, pre tax, qualified matching and qualified non elective contributions, plus actual earnings thereon. Vesting in matching and non elective contributions and the earnings thereon is based on years of continuous services over the course of five (5) years. However, if an active participant dies or becomes disabled prior to attaining his normal retirement, his vesting percentage shall be 100%.

Employer's contributions to the Plan are vested as follows:

<u>Number of Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1 but less than 2	20%
2 but less than 3	40%
3 but less than 4	60%
4 but less than 5	80%
5 or more	100%

Forfeitures - The Plan provides that forfeitures, the unvested portion of Company contributions for terminated participants, will serve to offset the Plan's administrative expenses and future Company contributions. There were no forfeitures for the year ended December 31, 2009.

Payment of benefits - Benefits are recorded when paid. Upon termination of service or retirement, a participant may elect to rollover their distribution to an eligible retirement plan or receive 100% of their vested contribution. Those participants with vested account balances greater than \$5,000 have the additional option of deferring receipt of their vested account balance and becoming an inactive participant of the Plan upon termination or retirement.

Withdrawals - The Plan permits hardship and age 59½ withdrawals. Hardship withdrawals of the participant's contributions may be made in the event the participant demonstrates financial need in accordance with the guidelines set by the Plan. Hardship withdrawals by Plan participants may be made upon written request to, and upon approval of, the plan administrator. If approved, the distribution is limited to the amount necessary to meet the financial need treated by the hardship. Participants who are 59½ or older may request withdrawal of all or part of their before tax contributions and related earnings.

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

1. Plan Description *(continued)*

Loans - Loans are available to Plan participants and are payable, with interest, in installments over a specified period not to exceed five years, except for certain residential loans. The maximum amount that can be borrowed is the lesser of 50% of the participant's entire vested interest, with the outstanding loan balance never exceeding \$50,000, less any loan amounts repaid within the last twelve months. The minimum amount of any loan is \$1,000. The loans are secured by the balance in the participant's accounts. As of December 31, 2009, there were no loans to participants. As of December 31, 2008, the amounts of loans to participants were \$1,693.

Administrative expenses - Administrative expenses are paid by the participants in the Plan. Plan expenses paid for the year ended December 31, 2009 were \$10,960.

2. Significant Accounting Policies

Basis of presentation - The financial statements of the Plan, for December 31, 2008, have been prepared in accordance with accounting principles generally accepted in the United States of America. The financial statements of the Plan are prepared under the accrual method of accounting except in participant benefit payments, which are recorded when paid. The Plan presents in the statement of changes in net assets available for benefits, the net appreciation (depreciation) in the fair value of its investments which consists of realized gains or losses and the unrealized appreciation of those investments. For the year ended December 31, 2009, the financial statements of the Plan are prepared under the liquidation basis of accounting.

Investment valuation and income recognition - The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participant loans are valued at their outstanding balances, which approximates fair value. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

2. Significant Accounting Policies *(continued)*

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. Gains or losses on investment sales are determined on the basis of average cost.

Party-in-interest transactions - Plan investments are shares of funds managed by Fidelity. Fidelity is the custodian of the Plan assets as defined by the Plan and, therefore, transactions with Fidelity qualify as party-in-interest transactions.

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 net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and uncertainties - The Plan provides for various investment options, which invest in different investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for benefits.

Reclassifications - Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements. These reclassifications have no effect on previously reported income.

3. Investments

Investments, held in a trust by Fidelity, are combined with the investment portfolios of other defined contribution plans of companies. Interest and dividend income are allocated to the various plans included in the trust on a monthly basis. Participants may change their investment options at any time.

COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

4. Participant Directed Investments

No assets were held as of December 31, 2009.

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

	2008
Fidelity Cash Management Treasury Fund	\$ 117,803
Fidelity Advisor Freedom 2025	135,952
Fidelity Advisor Growth Opportunities	81,463
Fidelity Advisor Balanced	91,521
Fidelity Advisor Growth and Income	76,596
Fidelity Advisor Equity Growth	191,872
Fidelity Advisor Small Cap	199,896
Fidelity Advisor Intermediate Bond	60,807

5. Plan Termination

In 2009, the Board of Trustees expressed their intent to terminate the Plan. Benefits were accrued through October 19, 2009. Benefits amounting to \$1,351,625 were distributed or rolled over pursuant to the participant's elections.

6. Tax Status

The Plan obtained its latest determination letter on October 9, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

7. Information Certified by Plan Custodian

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, except for comparing, such information certified by the custodian to information included in the Plan's financial statements.

Investments	2009	2008
Money market fund	\$ -	117,803
Mutual funds	-	999,039
Participant loans	-	1,693
	<u>\$ -</u>	<u>\$ 1,118,535</u>

8. Reconciliation to Form 5500

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

	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 1,109,559
Add: Excess contribution payable	<u>8,976</u>
Net assets available for benefits per Form 5500	<u>\$ 1,118,535</u>

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

9. Fair Value Measurements

The FASB Accounting Standards Codification No. 820 ("ASC 820"), *"Fair Value Measurements and Disclosures"*, provides the 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 and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
Level 2	Inputs to the valuation methodology include: <ul style="list-style-type: none">• 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 marked data by correlation or other means
Level 3	Inputs to the valuation methodology are unobservable.

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

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

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

9. Fair Value Measurements *(continued)*

Money market fund: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value of shares held by the plan at year end.

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

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

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 117,803	\$ -	\$ -	\$ 117,803
Mutual funds	999,039	-	-	999,039
Participant loans	-	-	1,693	1,693
Total investments at fair value	<u>\$ 1,116,842</u>	<u>\$ -</u>	<u>\$ 1,693</u>	<u>\$ 1,118,535</u>

Level 3 Gains and Losses

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

	<u>Participants Loans</u>
Balance - beginning of year	\$ 1,693
Fair market value adjustment	-
Purchases, sales, issuances, and settlements (net)	(1,693)
Balance - end of year	<u>\$ -</u>

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

10. New Accounting Pronouncement

In September 2010, the FASB issued Accounting Standards Update No. 2010-25, "*Plan Accounting - Reporting Loans to Participants by Defined Contributions Pension Plans*" which will update Defined Contribution Pension Plans (ASC 962), and will require that participant loans be classified as notes receivable from participants, and segregated from plan investments and measured at their unpaid principle balance plus any accrued but unpaid interest. This will be effective for fiscal years ending after December 15, 2010.

11. Subsequent Events

Management has evaluated events and transactions occurring after the balance sheet date and through the date of the auditors' report contained herein to determine whether any of these events or transactions were required to be recognized or disclosed in the financial statements. Management used the date that the financial statements were available to be issued which is the date that management approved the financial statements for issuance.

**COHEN FASHION OPTICAL, INC.
401(K) EMPLOYEE
SAVINGS PLAN**

Financial Statements

December 31, 2009

COHEN FASHION OPTICAL, INC 401(K) EMPLOYEE SAVINGS PLAN

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Independent Auditors' Report

To the Plan Administrator and Participants of Cohen Fashion
Optical, Inc. 401(K) Employee Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of Cohen Fashion Optical, Inc 401(K) Employee Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the accompanying supplemental schedule. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Investments, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian, as of December 31, 2009 and 2008, and for the year then ended December 31, 2009 that the information provided to the plan administrator by the custodian is complete and accurate.

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

As further discussed in notes 1 and 5 to the financial statements, the Board of Directors of Cohen Fashion Optical Inc., the Plan's sponsor, voted in 2009 to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2008 financial statements to the liquidation basis used in presenting the 2009 financial statements.


October 15, 2010

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Statements of Net Assets Available for Benefits

<i>December 31,</i>	<i>2009</i>	<i>2008</i>
Assets		
Investments (at fair value):		
Money market fund	\$ -	\$ 117,803
Mutual funds	-	999,039
Participant loans	-	1,693
	<hr/>	<hr/>
Total investments (at fair value)	-	1,118,535
	<hr/>	<hr/>
Total assets	-	1,118,535
Liabilities		
Excess contribution payable	-	8,976
	<hr/>	<hr/>
Net assets available for benefits	<hr/> <hr/> \$ -	<hr/> <hr/> \$ 1,109,559

COHEN FASHION OPTICAL

401(K) EMPLOYEE SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ending December 31, 2009

Additions:

Investment income:

Interest and dividends	\$ 4,245
Net appreciation in fair value of investments	168,066
	<u>172,311</u>

Contributions:

Participants	<u>86,424</u>
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Total additions	<u>258,735</u>
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Deductions:

Benefits paid to participants	1,351,652
Corrective contributions	5,682
Administrative expenses	<u>10,960</u>

Total deductions	<u>1,368,294</u>
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Net decrease	(1,109,559)
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Net assets available for benefits:

Beginning of year	<u>1,109,559</u>
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End of year	<u><u>\$ -</u></u>
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COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

1. Plan Description

The following description of the Cohen Fashion Optical, Inc. 401(K) Employee Savings Plan (the “Plan”) provides only general information. For a more complete description of the Plan’s provisions, refer to the plan documents governing the Plan.

General - Cohen Fashion Optical, Inc. 401(K) Employee Savings Plan (the “Plan”) became effective January 1, 1995. It is a defined contribution plan covering all eligible employees of Cohen Fashion Optical, Inc. (the “Company”), and is intended to be a plan described in Section 401(K) of the Internal Revenue Code. The Plan is subject to the provision of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan has been amended in order to comply with the provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (“EGTRRA”) as well as the GUST requirements.

In October of 2009, the Plan was terminated and all participants were required to take a distribution or rollover their accounts to another plan or an IRA. As of December 31, 2009, all assets were liquidated.

Eligibility - The Plan was established for the benefit of all non-union employees who are 21 years and older, who have completed one year of service as defined in the Plan.

Contributions - Each year participants may contribute up to 60% of their annual gross earnings on a before tax basis, as defined in the Plan, subject to certain limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participant Contributions were \$86,424 for the year ended December 31, 2009. The Company may make matching contributions equal to a discretionary percentage to be determined by the Employer of the participants’ elective deferrals. There were no matching contributions for the year ended December 31, 2009.

Participant’s accounts - Participant’s accounts are invested, as determined by participants, in 19 mutual funds established and managed by Fidelity Investments (“Fidelity”). The custodian of the Plan is Fidelity Management Trust Company. Participant accounts are credited with the participants’ contributions, the Company matched contribution, if any, the Company’s profit sharing contribution, if any, and allocations of investment earnings which include unrealized appreciation or depreciation. Allocations of earnings are based on account balances, as defined in the Plan agreement.

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

1. Plan Description *(continued)*

Vesting - Participants are always 100% vested in rollover, pre tax, qualified matching and qualified non elective contributions, plus actual earnings thereon. Vesting in matching and non elective contributions and the earnings thereon is based on years of continuous services over the course of five (5) years. However, if an active participant dies or becomes disabled prior to attaining his normal retirement, his vesting percentage shall be 100%.

Employer's contributions to the Plan are vested as follows:

<u>Number of Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1 but less than 2	20%
2 but less than 3	40%
3 but less than 4	60%
4 but less than 5	80%
5 or more	100%

Forfeitures - The Plan provides that forfeitures, the unvested portion of Company contributions for terminated participants, will serve to offset the Plan's administrative expenses and future Company contributions. There were no forfeitures for the year ended December 31, 2009.

Payment of benefits - Benefits are recorded when paid. Upon termination of service or retirement, a participant may elect to rollover their distribution to an eligible retirement plan or receive 100% of their vested contribution. Those participants with vested account balances greater than \$5,000 have the additional option of deferring receipt of their vested account balance and becoming an inactive participant of the Plan upon termination or retirement.

Withdrawals - The Plan permits hardship and age 59½ withdrawals. Hardship withdrawals of the participant's contributions may be made in the event the participant demonstrates financial need in accordance with the guidelines set by the Plan. Hardship withdrawals by Plan participants may be made upon written request to, and upon approval of, the plan administrator. If approved, the distribution is limited to the amount necessary to meet the financial need treated by the hardship. Participants who are 59½ or older may request withdrawal of all or part of their before tax contributions and related earnings.

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

1. Plan Description *(continued)*

Loans - Loans are available to Plan participants and are payable, with interest, in installments over a specified period not to exceed five years, except for certain residential loans. The maximum amount that can be borrowed is the lesser of 50% of the participant's entire vested interest, with the outstanding loan balance never exceeding \$50,000, less any loan amounts repaid within the last twelve months. The minimum amount of any loan is \$1,000. The loans are secured by the balance in the participant's accounts. As of December 31, 2009, there were no loans to participants. As of December 31, 2008, the amounts of loans to participants were \$1,693.

Administrative expenses - Administrative expenses are paid by the participants in the Plan. Plan expenses paid for the year ended December 31, 2009 were \$10,960.

2. Significant Accounting Policies

Basis of presentation - The financial statements of the Plan, for December 31, 2008, have been prepared in accordance with accounting principles generally accepted in the United States of America. The financial statements of the Plan are prepared under the accrual method of accounting except in participant benefit payments, which are recorded when paid. The Plan presents in the statement of changes in net assets available for benefits, the net appreciation (depreciation) in the fair value of its investments which consists of realized gains or losses and the unrealized appreciation of those investments. For the year ended December 31, 2009, the financial statements of the Plan are prepared under the liquidation basis of accounting.

Investment valuation and income recognition - The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participant loans are valued at their outstanding balances, which approximates fair value. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

2. Significant Accounting Policies *(continued)*

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. Gains or losses on investment sales are determined on the basis of average cost.

Party-in-interest transactions - Plan investments are shares of funds managed by Fidelity. Fidelity is the custodian of the Plan assets as defined by the Plan and, therefore, transactions with Fidelity qualify as party-in-interest transactions.

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 net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and uncertainties - The Plan provides for various investment options, which invest in different investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for benefits.

Reclassifications - Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements. These reclassifications have no effect on previously reported income.

3. Investments

Investments, held in a trust by Fidelity, are combined with the investment portfolios of other defined contribution plans of companies. Interest and dividend income are allocated to the various plans included in the trust on a monthly basis. Participants may change their investment options at any time.

COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

4. Participant Directed Investments

No assets were held as of December 31, 2009.

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

	2008
Fidelity Cash Management Treasury Fund	\$ 117,803
Fidelity Advisor Freedom 2025	135,952
Fidelity Advisor Growth Opportunities	81,463
Fidelity Advisor Balanced	91,521
Fidelity Advisor Growth and Income	76,596
Fidelity Advisor Equity Growth	191,872
Fidelity Advisor Small Cap	199,896
Fidelity Advisor Intermediate Bond	60,807

5. Plan Termination

In 2009, the Board of Trustees expressed their intent to terminate the Plan. Benefits were accrued through October 19, 2009. Benefits amounting to \$1,351,625 were distributed or rolled over pursuant to the participant's elections.

6. Tax Status

The Plan obtained its latest determination letter on October 9, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

COHEN FASHION OPTICAL, INC. 401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

7. Information Certified by Plan Custodian

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, except for comparing, such information certified by the custodian to information included in the Plan's financial statements.

Investments	2009	2008
Money market fund	\$ -	117,803
Mutual funds	-	999,039
Participant loans	-	1,693
	<u>\$ -</u>	<u>\$ 1,118,535</u>

8. Reconciliation to Form 5500

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

	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 1,109,559
Add: Excess contribution payable	<u>8,976</u>
Net assets available for benefits per Form 5500	<u>\$ 1,118,535</u>

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

9. Fair Value Measurements

The FASB Accounting Standards Codification No. 820 ("ASC 820"), *"Fair Value Measurements and Disclosures"*, provides the 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 and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
Level 2	Inputs to the valuation methodology include: <ul style="list-style-type: none">• 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 marked data by correlation or other means
Level 3	Inputs to the valuation methodology are unobservable.

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

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

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

9. Fair Value Measurements *(continued)*

Money market fund: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value of shares held by the plan at year end.

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

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

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 117,803	\$ -	\$ -	\$ 117,803
Mutual funds	999,039	-	-	999,039
Participant loans	-	-	1,693	1,693
Total investments at fair value	<u>\$ 1,116,842</u>	<u>\$ -</u>	<u>\$ 1,693</u>	<u>\$ 1,118,535</u>

Level 3 Gains and Losses

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

	<u>Participants Loans</u>
Balance - beginning of year	\$ 1,693
Fair market value adjustment	-
Purchases, sales, issuances, and settlements (net)	(1,693)
Balance - end of year	<u>\$ -</u>

COHEN FASHION OPTICAL, INC.

401(K) EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

December 31, 2009

10. New Accounting Pronouncement

In September 2010, the FASB issued Accounting Standards Update No. 2010-25, "*Plan Accounting - Reporting Loans to Participants by Defined Contributions Pension Plans*" which will update Defined Contribution Pension Plans (ASC 962), and will require that participant loans be classified as notes receivable from participants, and segregated from plan investments and measured at their unpaid principle balance plus any accrued but unpaid interest. This will be effective for fiscal years ending after December 15, 2010.

11. Subsequent Events

Management has evaluated events and transactions occurring after the balance sheet date and through the date of the auditors' report contained herein to determine whether any of these events or transactions were required to be recognized or disclosed in the financial statements. Management used the date that the financial statements were available to be issued which is the date that management approved the financial statements for issuance.