

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 2010 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>06/30/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☒ the final return/report;	
	☐ an amended return/report;	☒ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>FAMOUS ENTERPRISES, INC. PROFIT SHARING PLAN</u>	1b Three-digit plan number (PN) ►	<u>002</u>	
	1c Effective date of plan	<u>07/01/1993</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>FAMOUS ENTERPRISES, INC.</u> <u>109 NORTH UNION STREET</u> <u>AKRON, OH 44304</u>	2b Employer Identification Number (EIN) <u>34-1726677</u>	2c Sponsor's telephone number <u>330-762-9621</u>	2d Business code (see instructions) <u>423700</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	<u>Filed with authorized/valid electronic signature.</u>	<u>04/11/2011</u>	<u>CURTIS BROWN</u>
	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 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FAMOUS ENTERPRISES, INC. 109 NORTH UNION STREET AKRON, OH 44304	3b Administrator's EIN 34-1726677 3c Administrator's telephone number 330-762-9621
--	---

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	831
---	----------	-----

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	0
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	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 3D 2E 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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010		
A Name of plan FAMOUS ENTERPRISES, INC. PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 FAMOUS ENTERPRISES, INC.	D Employer Identification Number (EIN) 34-1726677	

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

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

PNC BANK

25-1211909

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

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

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

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

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

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

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

(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
PNC BANK, N.A.	27	0
(d) Enter name and EIN (address) of source of indirect compensation PNC HIGH YIELD BOND FUND I 25-1211909 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 12 BASIS POINTS MONTHLY-27		
(a) Enter service provider name as it appears on line 2 PNC BANK, N.A. (b) Service Codes (see instructions) 27 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation PNC INTERMEDIATE BOND FUND I 25-1211909 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 10 BASIS POINTS MONTHLY-27		
(a) Enter service provider name as it appears on line 2 PNC BANK, N.A. (b) Service Codes (see instructions) 27 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation PNC INTERNATIONAL EQUITY FUND I 25-1211909 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 25 BASIS POINTS MONTHLY-27		

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
PNC BANK, N.A.	27	0
(d) Enter name and EIN (address) of source of indirect compensation		
PNC LARGE CAP GROWTH FUND I 25-1211909		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 35.5 BASIS POINTS MONTHLY-27		
(a) Enter service provider name as it appears on line 2		
PNC BANK, N.A.	27	0
(d) Enter name and EIN (address) of source of indirect compensation		
PNC LARGE CAP VALUE FUND I 25-1211909		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 37.5 BASIS POINTS MONTHLY-27		
(a) Enter service provider name as it appears on line 2		
PNC BANK, N.A.	27	0
(d) Enter name and EIN (address) of source of indirect compensation		
PNC MID CAP VALUE FUND I 25-1211909		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 37.5 BASIS POINTS MONTHLY-27		

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
PNC BANK, N.A.	27	0
(d) Enter name and EIN (address) of source of indirect compensation		
PNC MULTI-FACTOR SMALL CAP VALUE	36 BASIS POINTS MONTHLY-27	
25-1211909		
(a) Enter service provider name as it appears on line 2		
PNC BANK, N.A.	27	0
(d) Enter name and EIN (address) of source of indirect compensation		
PNC SMALL CAP CORE FUND I	50 BASIS POINTS MONTHLY-27	
25-1211909		
(a) Enter service provider name as it appears on line 2		
PNC BANK, N.A.	27	0
(d) Enter name and EIN (address) of source of indirect compensation		
PNC MULTI-FACTOR SMALL CAP GROWTH	2.5 BASIS POINTS MONTHLY-27	
25-1211909		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010	
A Name of plan FAMOUS ENTERPRISES, INC. PROFIT SHARING PLAN	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 FAMOUS ENTERPRISES, INC.	D Employer Identification Number (EIN) 34-1726677

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)		
(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)	181594	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)		
(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)	19652273	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	19833867	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	19833867	0
---	-----------	----------	---

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(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)		0

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	65159	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		65159

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-737301
c Other income.....	2c		26142
d Total income. Add all income amounts in column (b) and enter total.....	2d		-646000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	600679	
(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)		600679
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		600679

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1246679
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		18587188

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: COHEN & COMPANY, LTD

(2) EIN: 34-1912961

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

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

Part IV Compliance Questions

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

During the plan year:

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

- 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)
FAMOUS ENTERPRISES INC. EMPLOYEE SAVINGS 401(K) PLAN	34-1726677	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010		
A Name of plan FAMOUS ENTERPRISES, INC. PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 FAMOUS ENTERPRISES, INC.		D Employer Identification Number (EIN) 34-1726677
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): 56-1354495		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

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): _____

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

INDEPENDENT AUDITORS' REPORT

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT	2
STATEMENT OF NET ASSETS IN LIQUIDATION June 30, 2010 and December 31, 2009	3
STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION For the Period From January 1, 2010 to June 30, 2010	4
NOTES TO THE FINANCIAL STATEMENTS	5 - 9
SUPPLEMENTAL FINANCIAL INFORMATION	
Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions For the Six Month Period Ended June 30, 2010	10

TRUSTEES
FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

Independent Auditors' Report

We were engaged to audit the statement of net assets in liquidation of Famous Enterprises, Inc. Profit Sharing Plan as of June 30, 2010, and December 31, 2009, and the related statement of changes in net assets in liquidation for the period from January 1, 2010, to June 30, 2010, as listed in the accompanying table of contents. 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 5, which was certified by Wells Fargo Bank, N.A. and Wachovia Bank, N.A., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from January 1, 2010, to June 30, 2010, and that Wachovia Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009. The plan administrator has obtained a certifications from the custodians as of June 30, 2010, and December 31, 2009, and for the period from January 1, 2010, to June 30, 2010, that the information provided to the plan administrator by the custodians is complete and accurate.

As described in Note 1 to the financial statements, the Trustees of the Plan voted to merge the Plan's assets into the Famous Enterprises, Inc. Employee Savings 401(k) Plan effective June 30, 2010. 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 to the liquidation basis.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, 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.

Cohen & Company Ltd.

April 6, 2011
Akron, Ohio

STATEMENT OF NET ASSETS IN LIQUIDATION

JUNE 30, 2010 AND
DECEMBER 31, 2009

	June 30, 2010	December 31, 2009
INVESTMENTS – AT FAIR VALUE		
Money market fund		\$ 181,594
Mutual funds		<u>19,652,273</u>
NET ASSETS IN LIQUIDATION	<u>\$ -</u>	<u>\$ 19,833,867</u>

The accompanying notes are an integral part of these statements.

STATEMENT OF CHANGES IN NET ASSETS
IN LIQUIDATION

FOR THE PERIOD FROM JANUARY 1, 2010 TO JUNE 30, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Dividends	\$ 65,159
Other income	<u>26,142</u>
	<u>91,301</u>

DEDUCTION FROM NET ASSETS ATTRIBUTED TO:

Net depreciation in fair value of investments	737,301
Benefit payments	600,679
Transfer of assets to a qualified plan	<u>18,587,188</u>
	<u>19,925,168</u>

NET DECREASE FOR THE PERIOD	19,833,867
-----------------------------	------------

NET ASSETS IN LIQUIDATION	
- BEGINNING OF PERIOD	<u>19,833,867</u>

NET ASSETS IN LIQUIDATION	
- END OF PERIOD	<u>\$ -</u>

The accompanying notes are an integral part of these statements.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Famous Enterprises, Inc. (Famous) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a non-contributory defined contribution plan which covers substantially all employees who are employed at year end by Famous, its subsidiaries, and its affiliates, as listed below (collectively the Company), who have completed 1 year of service, have attained 18 years of age, have worked at least 1,000 hours during the Plan year, and who are not covered by a collective bargaining agreement:

- Famous Enterprises, Inc.
- Famous Industries, Inc.
- Famous Distribution, Inc.
- Famous Supply Co. of Steubenville
- Applied Products Company
- Pittsburgh Plumbing & Heating Supply Corp.
- The Famous Furnace and Supply Co. (West Virginia and Pennsylvania)

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Termination of Plan

The Trustees of the Plan approved termination of the Plan and the merger of its assets and participants into the Famous Enterprises, Inc. Employee Savings 401(k) Plan, a qualified plan, effective June 30, 2010. As a result, all investments were transferred from the Famous Enterprises, Inc. Employee Savings 401(k) Plan into the new plan on that date.

Contributions

Contributions made by the Company are determined as of each Plan year end (the valuation date) and are at the full discretion of the Company. Contribution amounts and allocations are made separately for the various subsidiaries, affiliates and divisions. There were no Company contributions authorized during the period ended June 30, 2010. Company contributions and any investment earnings are subject to the limitations imposed under Internal Revenue Code (IRC) Section 404(a)(3)(A).

Participant Accounts

Each participant's account is credited with contributions by the Company and earnings or losses on those contributions. All amounts are invested at the discretion of the Company.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (Continued)

Vesting

Participants vest in employer contributions based on a six year graded vesting schedule. The Plan allows for a break in service for up to five years. Participants who terminate employment due to retirement, disability, or death will be fully vested in their accounts.

Forfeitures

Forfeitures are used to pay administrative expenses of the Plan or to reduce future employer contributions to the Plan. During the period ended June 30, 2010, the Company did not use any forfeitures to pay administrative expenses. There were no forfeitures for the period ended June 30, 2010. At December 31, 2009, unallocated forfeitures of \$2,560 were maintained by the Company in various investments.

Payment of Benefits

A participant or beneficiary is entitled to receive the vested value of the participant's account in a lump-sum payment upon reaching early or normal retirement age, disability, or death. If a participant is terminated for reasons other than retirement, disability, or death, the participant is not eligible to receive the vested account balance until reaching early or normal retirement age. If the participant's vested balance is less than \$5,000, immediate distribution of the funds may be made regardless of whether early or normal retirement age has been attained. If the participant's vested account balance is between \$1,000 and \$5,000, the plan's administrator may make an automatic rollover of the balance to a qualified individual retirement account. If the participant's vested balance is \$1,000 or less, a lump sum payment will be made.

Plan Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Accounting 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 in liquidation and changes therein. Actual results could differ from those estimates.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through April 6, 2011, the date the financial statements were available to be issued.

3. INVESTMENTS

There were no investments held as of June 30, 2010. As of December 31, 2009, assets of the Plan were held in separate accounts of a trust administered by Wachovia Bank, N.A. (Wachovia) representing investments in mutual funds and a money market fund. The funds are included in the financial statements at the December 31, 2009 fair values based on quoted market values as reported to the Plan by Wachovia. The Company maintains discretionary authority concerning purchases and sales of investments of these funds. The participant accounts are credited with actual earnings or losses on the underlying investments and charged for Plan withdrawals and administrative expenses.

Purchases and sales of investments are recorded on a trade-date basis.

The Plan's investments which exceed 5% of the Plan's net assets available for benefits as of December 31, 2009, are as follows:

Allegiant Intermediate Bond Fund	\$ 5,714,129
Allegiant International Equity Fund	\$ 3,676,220
Allegiant Large Cap Growth Fund	\$ 3,100,417
Allegiant Large Cap Value Fund	\$ 3,040,464
Allegiant High Yield Bond Fund	\$ 1,012,056
Allegiant Small Cap Core Fund	\$ 1,451,325

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS

The various inputs that may be used to determine the fair value of the Plan's assets are summarized in three broad levels:

Level 1	Quoted prices in active markets for identical securities
Level 2	Other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)
Level 3	Significant unobservable inputs (including the Plan's own assumptions used to determine value)

NOTES TO THE FINANCIAL STATEMENTS

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS (Continued)

Generally, the Plan utilizes quoted market prices, and other relevant information generated by market transactions, to measure fair value when available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques. In certain cases, the Plan may be required to make judgments about assumptions that market participants would use in estimating the fair value of financial instruments (Level 3 valuations).

Assets measured at fair value are comprised of the following at December 31, 2009:

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market fund	\$ 181,594		
Mutual funds			
Fixed income funds	1,012,056		
Growth funds	3,941,148		
Bond funds	5,714,129		
International equity funds	3,676,220		
Other funds	5,308,720		
	<u>\$19,833,867</u>	<u>\$ -</u>	<u>\$ -</u>

At June 30, 2010, there were no assets measured at fair value.

5. INFORMATION CERTIFIED BY CUSTODIANS

In accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator has elected to restrict the scope of the auditor's examination with regard to statements or information prepared and certified by Wells Fargo Bank, N.A. (Wells Fargo) and Wachovia, the custodians.

Wells Fargo has certified as to the completeness and accuracy of the investments it held, changes in net assets arising from investment activities and the schedule of reportable transactions as of June 30, 2010 and for the period from January 1, 2010 to June 30, 2010, and Wachovia has certified as to the completeness and accuracy of the investments it held as of December 31, 2009.

6. TAX STATUS

The Plan received its latest determination letter in February 2005, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended subsequent to receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTES TO THE FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SCHEDULE H, PART IV, LINE 4j -
SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

EIN 34-1726677

PLAN NUMBER: 002

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Asset Description	Purchase Price	Selling Price	Lease Rental	Expense Incurred	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain/(Loss)
PNC	PNC International Equity Fund 5 Sales, 264,811 shares		\$ 3,191,011			\$ 2,870,256	\$ 3,191,011	\$ 320,755
PNC	PNC Large Cap Growth Fund 5 Sales, 217,351 shares		\$ 2,782,175			\$ 3,929,733	\$ 2,782,175	\$(1,147,558)
PNC	PNC Small Cap Core Fund 5 Sales, 151,928 shares		\$ 1,408,417			\$ 1,235,177	\$ 1,408,417	\$ 173,240
PNC	PNC High Cap Core Fund 7 Sales, 110,546 shares		\$ 1,030,058			\$ 968,223	\$ 1,030,058	\$ 61,835
PNC	PNC Large Cap Value Fund 5 Sales, 241,259 shares		\$ 2,634,625			\$ 3,942,115	\$ 2,634,625	\$(1,307,490)
PNC	PNC Intermediate Bond Fund 5 Sales, 478,791 shares		\$ 5,799,119			\$ 5,139,916	\$ 5,799,119	\$ 659,203

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

INDEPENDENT AUDITORS' REPORT

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT	2
STATEMENT OF NET ASSETS IN LIQUIDATION June 30, 2010 and December 31, 2009	3
STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION For the Period From January 1, 2010 to June 30, 2010	4
NOTES TO THE FINANCIAL STATEMENTS	5 - 9
SUPPLEMENTAL FINANCIAL INFORMATION	
Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions For the Six Month Period Ended June 30, 2010	10

TRUSTEES
FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

Independent Auditors' Report

We were engaged to audit the statement of net assets in liquidation of Famous Enterprises, Inc. Profit Sharing Plan as of June 30, 2010, and December 31, 2009, and the related statement of changes in net assets in liquidation for the period from January 1, 2010, to June 30, 2010, as listed in the accompanying table of contents. 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 5, which was certified by Wells Fargo Bank, N.A. and Wachovia Bank, N.A., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from January 1, 2010, to June 30, 2010, and that Wachovia Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009. The plan administrator has obtained a certifications from the custodians as of June 30, 2010, and December 31, 2009, and for the period from January 1, 2010, to June 30, 2010, that the information provided to the plan administrator by the custodians is complete and accurate.

As described in Note 1 to the financial statements, the Trustees of the Plan voted to merge the Plan's assets into the Famous Enterprises, Inc. Employee Savings 401(k) Plan effective June 30, 2010. 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 to the liquidation basis.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, 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.

Cohen & Company Ltd.

April 6, 2011
Akron, Ohio

STATEMENT OF NET ASSETS IN LIQUIDATION

JUNE 30, 2010 AND
DECEMBER 31, 2009

	June 30, 2010	December 31, 2009
INVESTMENTS – AT FAIR VALUE		
Money market fund		\$ 181,594
Mutual funds		<u>19,652,273</u>
NET ASSETS IN LIQUIDATION	<u>\$ -</u>	<u>\$ 19,833,867</u>

The accompanying notes are an integral part of these statements.

STATEMENT OF CHANGES IN NET ASSETS
IN LIQUIDATION

FOR THE PERIOD FROM JANUARY 1, 2010 TO JUNE 30, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Dividends	\$ 65,159
Other income	<u>26,142</u>
	<u>91,301</u>

DEDUCTION FROM NET ASSETS ATTRIBUTED TO:

Net depreciation in fair value of investments	737,301
Benefit payments	600,679
Transfer of assets to a qualified plan	<u>18,587,188</u>
	<u>19,925,168</u>

NET DECREASE FOR THE PERIOD	19,833,867
-----------------------------	------------

NET ASSETS IN LIQUIDATION	
- BEGINNING OF PERIOD	<u>19,833,867</u>

NET ASSETS IN LIQUIDATION	
- END OF PERIOD	<u>\$ -</u>

The accompanying notes are an integral part of these statements.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Famous Enterprises, Inc. (Famous) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a non-contributory defined contribution plan which covers substantially all employees who are employed at year end by Famous, its subsidiaries, and its affiliates, as listed below (collectively the Company), who have completed 1 year of service, have attained 18 years of age, have worked at least 1,000 hours during the Plan year, and who are not covered by a collective bargaining agreement:

- Famous Enterprises, Inc.
- Famous Industries, Inc.
- Famous Distribution, Inc.
- Famous Supply Co. of Steubenville
- Applied Products Company
- Pittsburgh Plumbing & Heating Supply Corp.
- The Famous Furnace and Supply Co. (West Virginia and Pennsylvania)

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Termination of Plan

The Trustees of the Plan approved termination of the Plan and the merger of its assets and participants into the Famous Enterprises, Inc. Employee Savings 401(k) Plan, a qualified plan, effective June 30, 2010. As a result, all investments were transferred from the Famous Enterprises, Inc. Employee Savings 401(k) Plan into the new plan on that date.

Contributions

Contributions made by the Company are determined as of each Plan year end (the valuation date) and are at the full discretion of the Company. Contribution amounts and allocations are made separately for the various subsidiaries, affiliates and divisions. There were no Company contributions authorized during the period ended June 30, 2010. Company contributions and any investment earnings are subject to the limitations imposed under Internal Revenue Code (IRC) Section 404(a)(3)(A).

Participant Accounts

Each participant's account is credited with contributions by the Company and earnings or losses on those contributions. All amounts are invested at the discretion of the Company.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (Continued)

Vesting

Participants vest in employer contributions based on a six year graded vesting schedule. The Plan allows for a break in service for up to five years. Participants who terminate employment due to retirement, disability, or death will be fully vested in their accounts.

Forfeitures

Forfeitures are used to pay administrative expenses of the Plan or to reduce future employer contributions to the Plan. During the period ended June 30, 2010, the Company did not use any forfeitures to pay administrative expenses. There were no forfeitures for the period ended June 30, 2010. At December 31, 2009, unallocated forfeitures of \$2,560 were maintained by the Company in various investments.

Payment of Benefits

A participant or beneficiary is entitled to receive the vested value of the participant's account in a lump-sum payment upon reaching early or normal retirement age, disability, or death. If a participant is terminated for reasons other than retirement, disability, or death, the participant is not eligible to receive the vested account balance until reaching early or normal retirement age. If the participant's vested balance is less than \$5,000, immediate distribution of the funds may be made regardless of whether early or normal retirement age has been attained. If the participant's vested account balance is between \$1,000 and \$5,000, the plan's administrator may make an automatic rollover of the balance to a qualified individual retirement account. If the participant's vested balance is \$1,000 or less, a lump sum payment will be made.

Plan Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Accounting 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 in liquidation and changes therein. Actual results could differ from those estimates.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through April 6, 2011, the date the financial statements were available to be issued.

3. INVESTMENTS

There were no investments held as of June 30, 2010. As of December 31, 2009, assets of the Plan were held in separate accounts of a trust administered by Wachovia Bank, N.A. (Wachovia) representing investments in mutual funds and a money market fund. The funds are included in the financial statements at the December 31, 2009 fair values based on quoted market values as reported to the Plan by Wachovia. The Company maintains discretionary authority concerning purchases and sales of investments of these funds. The participant accounts are credited with actual earnings or losses on the underlying investments and charged for Plan withdrawals and administrative expenses.

Purchases and sales of investments are recorded on a trade-date basis.

The Plan's investments which exceed 5% of the Plan's net assets available for benefits as of December 31, 2009, are as follows:

Allegiant Intermediate Bond Fund	\$ 5,714,129
Allegiant International Equity Fund	\$ 3,676,220
Allegiant Large Cap Growth Fund	\$ 3,100,417
Allegiant Large Cap Value Fund	\$ 3,040,464
Allegiant High Yield Bond Fund	\$ 1,012,056
Allegiant Small Cap Core Fund	\$ 1,451,325

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS

The various inputs that may be used to determine the fair value of the Plan's assets are summarized in three broad levels:

Level 1	Quoted prices in active markets for identical securities
Level 2	Other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)
Level 3	Significant unobservable inputs (including the Plan's own assumptions used to determine value)

NOTES TO THE FINANCIAL STATEMENTS

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS (Continued)

Generally, the Plan utilizes quoted market prices, and other relevant information generated by market transactions, to measure fair value when available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques. In certain cases, the Plan may be required to make judgments about assumptions that market participants would use in estimating the fair value of financial instruments (Level 3 valuations).

Assets measured at fair value are comprised of the following at December 31, 2009:

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market fund	\$ 181,594		
Mutual funds			
Fixed income funds	1,012,056		
Growth funds	3,941,148		
Bond funds	5,714,129		
International equity funds	3,676,220		
Other funds	5,308,720		
	<u>\$19,833,867</u>	<u>\$ -</u>	<u>\$ -</u>

At June 30, 2010, there were no assets measured at fair value.

5. INFORMATION CERTIFIED BY CUSTODIANS

In accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator has elected to restrict the scope of the auditor's examination with regard to statements or information prepared and certified by Wells Fargo Bank, N.A. (Wells Fargo) and Wachovia, the custodians.

Wells Fargo has certified as to the completeness and accuracy of the investments it held, changes in net assets arising from investment activities and the schedule of reportable transactions as of June 30, 2010 and for the period from January 1, 2010 to June 30, 2010, and Wachovia has certified as to the completeness and accuracy of the investments it held as of December 31, 2009.

6. TAX STATUS

The Plan received its latest determination letter in February 2005, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended subsequent to receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTES TO THE FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SCHEDULE H, PART IV, LINE 4j -
SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

EIN 34-1726677

PLAN NUMBER: 002

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Asset Description	Purchase Price	Selling Price	Lease Rental	Expense Incurred	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain/(Loss)
PNC	PNC International Equity Fund 5 Sales, 264,811 shares		\$ 3,191,011			\$ 2,870,256	\$ 3,191,011	\$ 320,755
PNC	PNC Large Cap Growth Fund 5 Sales, 217,351 shares		\$ 2,782,175			\$ 3,929,733	\$ 2,782,175	\$(1,147,558)
PNC	PNC Small Cap Core Fund 5 Sales, 151,928 shares		\$ 1,408,417			\$ 1,235,177	\$ 1,408,417	\$ 173,240
PNC	PNC High Cap Core Fund 7 Sales, 110,546 shares		\$ 1,030,058			\$ 968,223	\$ 1,030,058	\$ 61,835
PNC	PNC Large Cap Value Fund 5 Sales, 241,259 shares		\$ 2,634,625			\$ 3,942,115	\$ 2,634,625	\$(1,307,490)
PNC	PNC Intermediate Bond Fund 5 Sales, 478,791 shares		\$ 5,799,119			\$ 5,139,916	\$ 5,799,119	\$ 659,203

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

INDEPENDENT AUDITORS' REPORT

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT	2
STATEMENT OF NET ASSETS IN LIQUIDATION June 30, 2010 and December 31, 2009	3
STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION For the Period From January 1, 2010 to June 30, 2010	4
NOTES TO THE FINANCIAL STATEMENTS	5 - 9
SUPPLEMENTAL FINANCIAL INFORMATION	
Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions For the Six Month Period Ended June 30, 2010	10

TRUSTEES
FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

Independent Auditors' Report

We were engaged to audit the statement of net assets in liquidation of Famous Enterprises, Inc. Profit Sharing Plan as of June 30, 2010, and December 31, 2009, and the related statement of changes in net assets in liquidation for the period from January 1, 2010, to June 30, 2010, as listed in the accompanying table of contents. 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 5, which was certified by Wells Fargo Bank, N.A. and Wachovia Bank, N.A., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from January 1, 2010, to June 30, 2010, and that Wachovia Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009. The plan administrator has obtained a certifications from the custodians as of June 30, 2010, and December 31, 2009, and for the period from January 1, 2010, to June 30, 2010, that the information provided to the plan administrator by the custodians is complete and accurate.

As described in Note 1 to the financial statements, the Trustees of the Plan voted to merge the Plan's assets into the Famous Enterprises, Inc. Employee Savings 401(k) Plan effective June 30, 2010. 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 to the liquidation basis.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, 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.

Cohen & Company Ltd.

April 6, 2011
Akron, Ohio

STATEMENT OF NET ASSETS IN LIQUIDATION

JUNE 30, 2010 AND
DECEMBER 31, 2009

	June 30, 2010	December 31, 2009
INVESTMENTS – AT FAIR VALUE		
Money market fund		\$ 181,594
Mutual funds		<u>19,652,273</u>
NET ASSETS IN LIQUIDATION	<u>\$ -</u>	<u>\$ 19,833,867</u>

The accompanying notes are an integral part of these statements.

STATEMENT OF CHANGES IN NET ASSETS
IN LIQUIDATION

FOR THE PERIOD FROM JANUARY 1, 2010 TO JUNE 30, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Dividends	\$ 65,159
Other income	<u>26,142</u>
	<u>91,301</u>

DEDUCTION FROM NET ASSETS ATTRIBUTED TO:

Net depreciation in fair value of investments	737,301
Benefit payments	600,679
Transfer of assets to a qualified plan	<u>18,587,188</u>
	<u>19,925,168</u>

NET DECREASE FOR THE PERIOD	19,833,867
-----------------------------	------------

NET ASSETS IN LIQUIDATION	
- BEGINNING OF PERIOD	<u>19,833,867</u>

NET ASSETS IN LIQUIDATION	
- END OF PERIOD	<u>\$ -</u>

The accompanying notes are an integral part of these statements.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Famous Enterprises, Inc. (Famous) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a non-contributory defined contribution plan which covers substantially all employees who are employed at year end by Famous, its subsidiaries, and its affiliates, as listed below (collectively the Company), who have completed 1 year of service, have attained 18 years of age, have worked at least 1,000 hours during the Plan year, and who are not covered by a collective bargaining agreement:

- Famous Enterprises, Inc.
- Famous Industries, Inc.
- Famous Distribution, Inc.
- Famous Supply Co. of Steubenville
- Applied Products Company
- Pittsburgh Plumbing & Heating Supply Corp.
- The Famous Furnace and Supply Co. (West Virginia and Pennsylvania)

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Termination of Plan

The Trustees of the Plan approved termination of the Plan and the merger of its assets and participants into the Famous Enterprises, Inc. Employee Savings 401(k) Plan, a qualified plan, effective June 30, 2010. As a result, all investments were transferred from the Famous Enterprises, Inc. Employee Savings 401(k) Plan into the new plan on that date.

Contributions

Contributions made by the Company are determined as of each Plan year end (the valuation date) and are at the full discretion of the Company. Contribution amounts and allocations are made separately for the various subsidiaries, affiliates and divisions. There were no Company contributions authorized during the period ended June 30, 2010. Company contributions and any investment earnings are subject to the limitations imposed under Internal Revenue Code (IRC) Section 404(a)(3)(A).

Participant Accounts

Each participant's account is credited with contributions by the Company and earnings or losses on those contributions. All amounts are invested at the discretion of the Company.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (Continued)

Vesting

Participants vest in employer contributions based on a six year graded vesting schedule. The Plan allows for a break in service for up to five years. Participants who terminate employment due to retirement, disability, or death will be fully vested in their accounts.

Forfeitures

Forfeitures are used to pay administrative expenses of the Plan or to reduce future employer contributions to the Plan. During the period ended June 30, 2010, the Company did not use any forfeitures to pay administrative expenses. There were no forfeitures for the period ended June 30, 2010. At December 31, 2009, unallocated forfeitures of \$2,560 were maintained by the Company in various investments.

Payment of Benefits

A participant or beneficiary is entitled to receive the vested value of the participant's account in a lump-sum payment upon reaching early or normal retirement age, disability, or death. If a participant is terminated for reasons other than retirement, disability, or death, the participant is not eligible to receive the vested account balance until reaching early or normal retirement age. If the participant's vested balance is less than \$5,000, immediate distribution of the funds may be made regardless of whether early or normal retirement age has been attained. If the participant's vested account balance is between \$1,000 and \$5,000, the plan's administrator may make an automatic rollover of the balance to a qualified individual retirement account. If the participant's vested balance is \$1,000 or less, a lump sum payment will be made.

Plan Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Accounting 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 in liquidation and changes therein. Actual results could differ from those estimates.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through April 6, 2011, the date the financial statements were available to be issued.

3. INVESTMENTS

There were no investments held as of June 30, 2010. As of December 31, 2009, assets of the Plan were held in separate accounts of a trust administered by Wachovia Bank, N.A. (Wachovia) representing investments in mutual funds and a money market fund. The funds are included in the financial statements at the December 31, 2009 fair values based on quoted market values as reported to the Plan by Wachovia. The Company maintains discretionary authority concerning purchases and sales of investments of these funds. The participant accounts are credited with actual earnings or losses on the underlying investments and charged for Plan withdrawals and administrative expenses.

Purchases and sales of investments are recorded on a trade-date basis.

The Plan's investments which exceed 5% of the Plan's net assets available for benefits as of December 31, 2009, are as follows:

Allegiant Intermediate Bond Fund	\$ 5,714,129
Allegiant International Equity Fund	\$ 3,676,220
Allegiant Large Cap Growth Fund	\$ 3,100,417
Allegiant Large Cap Value Fund	\$ 3,040,464
Allegiant High Yield Bond Fund	\$ 1,012,056
Allegiant Small Cap Core Fund	\$ 1,451,325

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS

The various inputs that may be used to determine the fair value of the Plan's assets are summarized in three broad levels:

Level 1	Quoted prices in active markets for identical securities
Level 2	Other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)
Level 3	Significant unobservable inputs (including the Plan's own assumptions used to determine value)

NOTES TO THE FINANCIAL STATEMENTS

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS (Continued)

Generally, the Plan utilizes quoted market prices, and other relevant information generated by market transactions, to measure fair value when available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques. In certain cases, the Plan may be required to make judgments about assumptions that market participants would use in estimating the fair value of financial instruments (Level 3 valuations).

Assets measured at fair value are comprised of the following at December 31, 2009:

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market fund	\$ 181,594		
Mutual funds			
Fixed income funds	1,012,056		
Growth funds	3,941,148		
Bond funds	5,714,129		
International equity funds	3,676,220		
Other funds	5,308,720		
	<u>\$19,833,867</u>	<u>\$ -</u>	<u>\$ -</u>

At June 30, 2010, there were no assets measured at fair value.

5. INFORMATION CERTIFIED BY CUSTODIANS

In accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator has elected to restrict the scope of the auditor's examination with regard to statements or information prepared and certified by Wells Fargo Bank, N.A. (Wells Fargo) and Wachovia, the custodians.

Wells Fargo has certified as to the completeness and accuracy of the investments it held, changes in net assets arising from investment activities and the schedule of reportable transactions as of June 30, 2010 and for the period from January 1, 2010 to June 30, 2010, and Wachovia has certified as to the completeness and accuracy of the investments it held as of December 31, 2009.

6. TAX STATUS

The Plan received its latest determination letter in February 2005, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended subsequent to receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTES TO THE FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SCHEDULE H, PART IV, LINE 4j -
SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

EIN 34-1726677

PLAN NUMBER: 002

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Asset Description	Purchase Price	Selling Price	Lease Rental	Expense Incurred	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain/(Loss)
PNC	PNC International Equity Fund 5 Sales, 264,811 shares		\$ 3,191,011			\$ 2,870,256	\$ 3,191,011	\$ 320,755
PNC	PNC Large Cap Growth Fund 5 Sales, 217,351 shares		\$ 2,782,175			\$ 3,929,733	\$ 2,782,175	\$(1,147,558)
PNC	PNC Small Cap Core Fund 5 Sales, 151,928 shares		\$ 1,408,417			\$ 1,235,177	\$ 1,408,417	\$ 173,240
PNC	PNC High Cap Core Fund 7 Sales, 110,546 shares		\$ 1,030,058			\$ 968,223	\$ 1,030,058	\$ 61,835
PNC	PNC Large Cap Value Fund 5 Sales, 241,259 shares		\$ 2,634,625			\$ 3,942,115	\$ 2,634,625	\$(1,307,490)
PNC	PNC Intermediate Bond Fund 5 Sales, 478,791 shares		\$ 5,799,119			\$ 5,139,916	\$ 5,799,119	\$ 659,203

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

INDEPENDENT AUDITORS' REPORT

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

PERIOD FROM JANUARY 1, 2010 TO
JUNE 30, 2010 (DATE OF LIQUIDATION)
AND DECEMBER 31, 2009

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT	2
STATEMENT OF NET ASSETS IN LIQUIDATION June 30, 2010 and December 31, 2009	3
STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION For the Period From January 1, 2010 to June 30, 2010	4
NOTES TO THE FINANCIAL STATEMENTS	5 - 9
SUPPLEMENTAL FINANCIAL INFORMATION	
Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions For the Six Month Period Ended June 30, 2010	10

TRUSTEES
FAMOUS ENTERPRISES, INC.
PROFIT SHARING PLAN

Independent Auditors' Report

We were engaged to audit the statement of net assets in liquidation of Famous Enterprises, Inc. Profit Sharing Plan as of June 30, 2010, and December 31, 2009, and the related statement of changes in net assets in liquidation for the period from January 1, 2010, to June 30, 2010, as listed in the accompanying table of contents. 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 5, which was certified by Wells Fargo Bank, N.A. and Wachovia Bank, N.A., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from January 1, 2010, to June 30, 2010, and that Wachovia Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009. The plan administrator has obtained a certifications from the custodians as of June 30, 2010, and December 31, 2009, and for the period from January 1, 2010, to June 30, 2010, that the information provided to the plan administrator by the custodians is complete and accurate.

As described in Note 1 to the financial statements, the Trustees of the Plan voted to merge the Plan's assets into the Famous Enterprises, Inc. Employee Savings 401(k) Plan effective June 30, 2010. 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 to the liquidation basis.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, 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.

Cohen & Company Ltd.

April 6, 2011
Akron, Ohio

STATEMENT OF NET ASSETS IN LIQUIDATION

JUNE 30, 2010 AND
DECEMBER 31, 2009

	June 30, 2010	December 31, 2009
INVESTMENTS – AT FAIR VALUE		
Money market fund		\$ 181,594
Mutual funds		<u>19,652,273</u>
NET ASSETS IN LIQUIDATION	<u>\$ -</u>	<u>\$ 19,833,867</u>

The accompanying notes are an integral part of these statements.

STATEMENT OF CHANGES IN NET ASSETS
IN LIQUIDATION

FOR THE PERIOD FROM JANUARY 1, 2010 TO JUNE 30, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Dividends	\$ 65,159
Other income	<u>26,142</u>
	<u>91,301</u>

DEDUCTION FROM NET ASSETS ATTRIBUTED TO:

Net depreciation in fair value of investments	737,301
Benefit payments	600,679
Transfer of assets to a qualified plan	<u>18,587,188</u>
	<u>19,925,168</u>

NET DECREASE FOR THE PERIOD	19,833,867
-----------------------------	------------

NET ASSETS IN LIQUIDATION	
- BEGINNING OF PERIOD	<u>19,833,867</u>

NET ASSETS IN LIQUIDATION	
- END OF PERIOD	<u>\$ -</u>

The accompanying notes are an integral part of these statements.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Famous Enterprises, Inc. (Famous) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a non-contributory defined contribution plan which covers substantially all employees who are employed at year end by Famous, its subsidiaries, and its affiliates, as listed below (collectively the Company), who have completed 1 year of service, have attained 18 years of age, have worked at least 1,000 hours during the Plan year, and who are not covered by a collective bargaining agreement:

- Famous Enterprises, Inc.
- Famous Industries, Inc.
- Famous Distribution, Inc.
- Famous Supply Co. of Steubenville
- Applied Products Company
- Pittsburgh Plumbing & Heating Supply Corp.
- The Famous Furnace and Supply Co. (West Virginia and Pennsylvania)

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Termination of Plan

The Trustees of the Plan approved termination of the Plan and the merger of its assets and participants into the Famous Enterprises, Inc. Employee Savings 401(k) Plan, a qualified plan, effective June 30, 2010. As a result, all investments were transferred from the Famous Enterprises, Inc. Employee Savings 401(k) Plan into the new plan on that date.

Contributions

Contributions made by the Company are determined as of each Plan year end (the valuation date) and are at the full discretion of the Company. Contribution amounts and allocations are made separately for the various subsidiaries, affiliates and divisions. There were no Company contributions authorized during the period ended June 30, 2010. Company contributions and any investment earnings are subject to the limitations imposed under Internal Revenue Code (IRC) Section 404(a)(3)(A).

Participant Accounts

Each participant's account is credited with contributions by the Company and earnings or losses on those contributions. All amounts are invested at the discretion of the Company.

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (Continued)

Vesting

Participants vest in employer contributions based on a six year graded vesting schedule. The Plan allows for a break in service for up to five years. Participants who terminate employment due to retirement, disability, or death will be fully vested in their accounts.

Forfeitures

Forfeitures are used to pay administrative expenses of the Plan or to reduce future employer contributions to the Plan. During the period ended June 30, 2010, the Company did not use any forfeitures to pay administrative expenses. There were no forfeitures for the period ended June 30, 2010. At December 31, 2009, unallocated forfeitures of \$2,560 were maintained by the Company in various investments.

Payment of Benefits

A participant or beneficiary is entitled to receive the vested value of the participant's account in a lump-sum payment upon reaching early or normal retirement age, disability, or death. If a participant is terminated for reasons other than retirement, disability, or death, the participant is not eligible to receive the vested account balance until reaching early or normal retirement age. If the participant's vested balance is less than \$5,000, immediate distribution of the funds may be made regardless of whether early or normal retirement age has been attained. If the participant's vested account balance is between \$1,000 and \$5,000, the plan's administrator may make an automatic rollover of the balance to a qualified individual retirement account. If the participant's vested balance is \$1,000 or less, a lump sum payment will be made.

Plan Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Accounting 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 in liquidation and changes therein. Actual results could differ from those estimates.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through April 6, 2011, the date the financial statements were available to be issued.

3. INVESTMENTS

There were no investments held as of June 30, 2010. As of December 31, 2009, assets of the Plan were held in separate accounts of a trust administered by Wachovia Bank, N.A. (Wachovia) representing investments in mutual funds and a money market fund. The funds are included in the financial statements at the December 31, 2009 fair values based on quoted market values as reported to the Plan by Wachovia. The Company maintains discretionary authority concerning purchases and sales of investments of these funds. The participant accounts are credited with actual earnings or losses on the underlying investments and charged for Plan withdrawals and administrative expenses.

Purchases and sales of investments are recorded on a trade-date basis.

The Plan's investments which exceed 5% of the Plan's net assets available for benefits as of December 31, 2009, are as follows:

Allegiant Intermediate Bond Fund	\$ 5,714,129
Allegiant International Equity Fund	\$ 3,676,220
Allegiant Large Cap Growth Fund	\$ 3,100,417
Allegiant Large Cap Value Fund	\$ 3,040,464
Allegiant High Yield Bond Fund	\$ 1,012,056
Allegiant Small Cap Core Fund	\$ 1,451,325

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS

The various inputs that may be used to determine the fair value of the Plan's assets are summarized in three broad levels:

Level 1	Quoted prices in active markets for identical securities
Level 2	Other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)
Level 3	Significant unobservable inputs (including the Plan's own assumptions used to determine value)

NOTES TO THE FINANCIAL STATEMENTS

4. ASSETS MEASURED AT FAIR VALUE ON A RECURRING BASIS (Continued)

Generally, the Plan utilizes quoted market prices, and other relevant information generated by market transactions, to measure fair value when available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques. In certain cases, the Plan may be required to make judgments about assumptions that market participants would use in estimating the fair value of financial instruments (Level 3 valuations).

Assets measured at fair value are comprised of the following at December 31, 2009:

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market fund	\$ 181,594		
Mutual funds			
Fixed income funds	1,012,056		
Growth funds	3,941,148		
Bond funds	5,714,129		
International equity funds	3,676,220		
Other funds	5,308,720		
	<u>\$19,833,867</u>	<u>\$ -</u>	<u>\$ -</u>

At June 30, 2010, there were no assets measured at fair value.

5. INFORMATION CERTIFIED BY CUSTODIANS

In accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator has elected to restrict the scope of the auditor's examination with regard to statements or information prepared and certified by Wells Fargo Bank, N.A. (Wells Fargo) and Wachovia, the custodians.

Wells Fargo has certified as to the completeness and accuracy of the investments it held, changes in net assets arising from investment activities and the schedule of reportable transactions as of June 30, 2010 and for the period from January 1, 2010 to June 30, 2010, and Wachovia has certified as to the completeness and accuracy of the investments it held as of December 31, 2009.

6. TAX STATUS

The Plan received its latest determination letter in February 2005, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended subsequent to receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTES TO THE FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SCHEDULE H, PART IV, LINE 4j -
SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

EIN 34-1726677

PLAN NUMBER: 002

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Asset Description	Purchase Price	Selling Price	Lease Rental	Expense Incurred	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain/(Loss)
PNC	PNC International Equity Fund 5 Sales, 264,811 shares		\$ 3,191,011			\$ 2,870,256	\$ 3,191,011	\$ 320,755
PNC	PNC Large Cap Growth Fund 5 Sales, 217,351 shares		\$ 2,782,175			\$ 3,929,733	\$ 2,782,175	\$(1,147,558)
PNC	PNC Small Cap Core Fund 5 Sales, 151,928 shares		\$ 1,408,417			\$ 1,235,177	\$ 1,408,417	\$ 173,240
PNC	PNC High Cap Core Fund 7 Sales, 110,546 shares		\$ 1,030,058			\$ 968,223	\$ 1,030,058	\$ 61,835
PNC	PNC Large Cap Value Fund 5 Sales, 241,259 shares		\$ 2,634,625			\$ 3,942,115	\$ 2,634,625	\$(1,307,490)
PNC	PNC Intermediate Bond Fund 5 Sales, 478,791 shares		\$ 5,799,119			\$ 5,139,916	\$ 5,799,119	\$ 659,203