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 01/01/2010 and ending 12/31/2010

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

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

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

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1972

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

1300 SAN PATRICIA STREET
PHARR, TX 78577

2b Employer Identification Number (EIN) 74-2730084

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

2d Business code (see instructions) 442110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	LAURIEN SALESBERRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET
PHARR, TX 78577

3b Administrator's EIN
74-2730084

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

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	687
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**	563
b	Retired or separated participants receiving benefits	**6b**	24
c	Other retired or separated participants entitled to future benefits	**6c**	91
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	678
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	679
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	677
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan	**B** Three-digit plan number (PN) ▶	
LACKS VALLEY STORES, LTD. EMPLOYEES PROFIT SHARING PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
LACKS VALLEY STORES, LTD.	74-2730084	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

CARLEY & MCCAW, INC.

75-1721253

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	24960	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERRILL LYNCH, INC.

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT MANAGER	67920	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FRANK RODRIGUEZ, CPA

74-2591649

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT	8500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-2730084

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1886	6568
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	300000	490000
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	17530	15448
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	378943	538887
(2) U.S. Government securities	1c(2)	1485113	1233232
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	378740	583715
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	5218766	5857138
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	819198	825541

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	8600176	9550529
Liabilities			
g Benefit claims payable	1g	120	7749
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	10	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	130	7749
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8600046	9542780

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	490000	
(B) Participants	2a(1)(B)	214415	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		704415
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	281	
(B) U.S. Government securities	2b(1)(B)	50772	
(C) Corporate debt instruments	2b(1)(C)	30893	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		81946
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	127818	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		127818
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	6701572	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6681432	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		20140

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	530323	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		530323
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1464642
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	418789	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		418789
f Corrective distributions (see instructions)	2f		1739
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	8500	
(2) Contract administrator fees	2i(2)	24960	
(3) Investment advisory and management fees	2i(3)	67920	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		101380
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		521908
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		942734
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-2730084

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 74-3001344

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

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

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

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

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

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

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

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

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

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

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

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

Part III Amendments

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

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

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

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2010 and 2009
TOGETHER WITH AUDITOR'S REPORT

F R A N K
R O D R I G U E Z
C.P.A. FIRM,
P.L.L.C.

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

LACK'S VALLEY STORES, LTD.

401 (k) PROFIT SHARING PLAN

AS OF DECEMBER 31, 2010 AND 2009

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F R A N K
R O D R I G U E Z
C.P.A. FIRM,
P.L.L.C.

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

INDEPENDENT AUDITOR'S REPORT

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

I was engaged to audit the financial statements of Lack's Valley Stores, Ltd. 401 (k) Profit Sharing Plan as of December 31, 2010 and 2009, and for the years then ended, and the supplemental schedules as of December 31, 2010 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 5 which was certified by, Merrill Lynch, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Sincerely,
Frank Rodriguez CPA Firm, PLLC

By: _____
Frank Rodriguez, Member

October 6, 2011

LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	$ 545,455	$ 380,829
Government and agency securities	1,233,232	1,485,113
Corporate Common Stock	5,857,138	5,218,766
Corporate Preferred Debt	583,716	378,740
Other Investments	825,540	819,198
Total Investments	9,045,081	8,282,646
Receivables:		
Interest and Dividends	15,448	17,530
Employer Contributions	490,000	300,000
Total Receivables:	505,448	317,530
Total Assets:	9,550,529	8,600,176
LIABILITIES		
Benefit Claims Payable	4,055	120
Other Liabilities	3,694	10
Total Liabilities	7,749	130
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,542,780	$ 8,600,046

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

LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE PLAN YEAR ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
ADDITIONS:		
Investment Income		
Interest	$ 81,946	$ 113,936
Dividends	127,818	100,810
Capital Gains and Losses:		
Unrealized gains/loss - Other investment	530,323	941,920
Realized capital gains	20,140	27,929
Employer Contributions	490,000	300,000
Employee Contributions	214,415	239,071
	1,464,642	1,723,666
DEDUCTIONS:		
Benefits paid to participants	420,528	126,398
Administrative and other expenses	101,380	97,151
	521,908	223,549
Net Increase (Decrease)	942,734	1,500,117
Net Assets Available for Benefits		
Beginning of year	8,600,046	7,099,929
End of year	$ 9,542,780	$ 8,600,046

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

LACK'S VALLEY STORES, LTD

401(K) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2010 AND 2009

1. SUMMARY OF PLAN:

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

General

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

Eligibility and Contributions

An employee becomes eligible to participate in the plan upon completion of both 12 consecutive months of employment and 1,000 hours of service with the Company. Participation in the Plan begins on January 1 or July 1, whichever is the first date after the date on which an employee satisfies the eligibility requirements. Contributions to the Plan are at the Company's discretion. For the Plan years 2010 and 2009, the Company made contribution to the Plan of $ 490,000 and $ 300,000 respectively.

Effective January 1, 1998, the Plan was amended to include a 401(k) provision whereby employees are allowed to make contributions to the Plan. The eligibility requirements are the same as stipulated above. Participants may contribute up to 50 percent of their compensation per Plan year, up to the maximum deferrable amount allowed by the Internal Revenue Service (IRS) of $ 16,500 for 2010 and $ 16,500 for 2009. In addition employees over age 50 may contribute up to $ 5,500 more. The provisions of the amendment do not provide for discretionary employer matching. Currently, the provisions do not allow for participant-directed funds.

Benefits and Vesting

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

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

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

Payment of Benefits

Upon retirement, death or permanent disability, participant or beneficiaries may elect to receive either a lump-sum amount equal to the value of their account net of any outstanding loans or annuity payment over their life expectancy, As of December 31, 2010 and 2009, there were no loans outstanding.

Terminated employees are not required to withdraw amounts from their Plan accounts if such accounts are greater than $5,000. There was no amount pending distribution to terminated participants or qualified beneficiaries who have requested distribution at December 31, 2010 and 2009. Benefit payments are recorded when paid.

Valuation of Participant's
Accounts and Forfeiture

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

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

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

Although it has not expressed any intent to do so, the company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the terms of the ERISA.

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

Trustee and Administration

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

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

2. SUMMARY OF ACCOUNTING POLICIES:

Basics of Accounting

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

Investment Valuation

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

Use of Estimates

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

Risks and Uncertainties

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

Expenses

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

3. GAIN (LOSSES) ON INVESTMENTS:

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

4. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE:

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

a. Investments as shown in the statements of net assets available for plan benefits as of December 31, 2010 and 2009.

b. Investment income, as shown in the statements of changes in net assets available for plan benefits for the years ended December 31, 2010 and 2009

c. The schedules of assets held for investment purposes as of December 31, 2010 as shown on Schedule I.

d. The schedules of reportable transaction for the year ended December 31, 2010 as shown on Schedule II.

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

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets for Plan benefits per the financial Statements to the Form 5500 as of December 31, 2010 and 2009:

	2010	2009
Net assets available for Plan benefits per financial statements	$ 9,542,780	$ 8,600,046
Less-Amounts allocated to withdrawing participant	--------	---------
	$ 9,542,780	$ 8,600,046

The following is a reconciliation of benefits paid to participants per the financial statements to the form 5500 for the years ended December 31, 2010 and 2009.

	2010	2009
Benefits paid to participants per the financial statements	$ 420,528	$ 126,398
Add-Amounts allocated to withdrawing participants at December 31, 2010 and 2009.	--------	--------
Less-Amounts allocated to withdrawing participant at	--------	--------
Benefits paid to participants per the Form 5500	$ 420,528	$ 126,398

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

6. Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

	Fair Value Measurements at Reporting Date Using:			
	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2010				
U.S. Government Securities	$ 1,233,232	$1,233,232	$ -0-	$ -0-
Common Stocks	5,857,138	5,857,138	-0-	-0-
Corporate Preferred Debt	583,716	583,716	-0-	-0-
Other Investments	825,540	-0-	-0-	825,540
Total	$ 8,499,626	$ 7,090,370	$ -0-	$ 1,409,256

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair values of common stocks and U.S. government securities are based on the closing price reported in the active market where the individual securities are traded, when available.

Level 2 Fair Value Measurements

The Plan has no Level 2 Fair Value Measurements.

Level 3 Fair Value Measurement

The assets at this level are hedge funds and their fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Total gains or losses for the year included in changes in net assets available for benefits attributable to the change in unrealized gains or losses relating to investments still held at the reporting date are $ 530,323 and those still held at December 31, 2009 were $941,920.

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2010 and 2009, are reported in net appreciation in fair value of investments.

7. INVESTMENTS

The Plan's investments are held in a bank-administered trust fund. The following table presents fair value of investments measured on a recurring basis at December 31, 2010. Investments that represent 5% or more of the Plan's net assets are separately identified

	December 31, 2010	December 31, 2009
U.S. government securities	$ 1,233,232	$ 1,485,113
Corporate Common Stock	5,857,138	5,218,766
Corporate Preferred Stock	583,716	378,740
Other Investments	825,540	819,198
Common stocks:	$ 8,499,626	$ 7,901,817

8. TAX STATUS

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code. Although the plan has been amended since receiving the determination letter, the plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Although the plan has been amended since receiving determination letter, the plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. On March 23, 2010, a resolution for an updated Plan was adopted to continue to be in compliance with new requirements per the Internal Revenue Code to be effective as of January 1, 2010.

9. SUBSEQUENT EVENTS

The plan has evaluated subsequent events through October 6, 2011, the date the financial statements were available to be issued. On June 28, 2011, the Plan was amended to change the definition of compensation for new participants and was effective as of January 1, 2011.

10. INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	CORPORATE COMMON STOCK			
	APPLE INC (49 SHARES)	COMMON STOCK	4,818	15,805
	AMERISOURCEBERGEN CORP (287 SHARES)	COMMON STOCK	8,073	9,792
	AETNA INC (558 SHARES)	COMMON STOCK	17,561	17,025
	ALTERA CORP (256 SHARES)	COMMON STOCK	8,633	9,109
	AMGEN INC (383 SHARES)	COMMON STOCK	20,910	21,027
	BIG LOTS INC (228 SHARES)	COMMON STOCK	6,659	6,945
	BERSHIRE HATHAWAY INC (100 SHARES)	COMMON STOCK	8,262	8,011
	CITIGROUP INC (3511 SHARES)	COMMON STOCK	14,186	16,607
	CA INC (678 SHARES)	COMMON STOCK	14,510	16,570
	CARDINAL HEALTH INC (521 SHARES)	COMMON STOCK	17,103	19,960
	COMCAST CORP CL A (1108 SHARES)	COMMON STOCK	19,812	24,343
	CMS ENERGY CORP (543 SHARES)	COMMON STOCK	6,393	10,100
	CAPITAL ONE FINANCIAL (212 SHARES)	COMMON STOCK	9,107	9,023
	CONOCO PHILLIPS (285 SHARES)	COMMON STOCK	22,896	19,409
	COMPUTER SCIENCE CORP (179 SHARES)	COMMON STOCK	10,307	8,878
	CISCO SYSTEMS INC (422 SHARES)	COMMON STOCK	8,552	8,537
	CHEVERON CORP (277 SHARES)	COMMON STOCK	17,392	25,276
	DR PEPPER SNAPPLE GROUP (400 SHARES)	COMMON STOCK	15,628	14,064
	EATON CORP (106 SHARES)	COMMON STOCK	6,717	10,760
	FIFTH THIRD BANCORP (677 SHARES)	COMMON STOCK	9,049	9,938
	GENERAL ELECTRIC (462 SHARES)	COMMON STOCK	13,881	8,450
	CORNING INC (703 SHARES)	COMMON STOCK	11,313	13,582
	GOOGLE INC CL A (19 SHARES)	COMMON STOCK	7,363	11,285
	GAP INC (811 SHARES)	COMMON STOCK	16,191	17,956
	INTERNALTIONAL BUSINESS MA (62 SHARES)	COMMON STOCK	6,115	9,099
	INTEL CORP (1144 SHARES)	COMMON STOCK	19,705	24,058
	INTERNALTIONAL PAPER CO (600 SHARES)	COMMON STOCK	13,506	16,344
	JOHNSON & JOHNSON (354 SHARES)	COMMON STOCK	21,301	21,895
	JP MORGAN CHASE & CO (228 SHARES)	COMMON STOCK	9,472	9,672
	COCA COLA (133 SHARES)	COMMON STOCK	6,072	8,747
	L-3 COMMUNICATIONS HLDGS (108 SHARES)	COMMON STOCK	10,638	7,613
	LIMITED BRANDS INC (624 SHARES)	COMMON STOCK	16,949	19,176
	SOUTHWEST AIRLINES CO (1076 SHARES)	COMMON STOCK	15,024	13,967
	MOTOROLA INC (1852 SHARES)	COMMON STOCK	14,795	16,798
	MERCK & CO INC (223 SHARES)	COMMON STOCK	8,209	8,037
	MARATHON OIL CORP (540 SHARES)	COMMON STOCK	25,210	19,996
	MICROSOFT CORP (930 SHARES)	COMMON STOCK	24,232	25,956
	MEAD WEST VACO CORP (609 SHARES)	COMMON STOCK	14,792	15,931
	NABORS INDUSTRIES LTD (391 SHARES)	COMMON STOCK	8,074	9,173
	NEWS CORP CL A (1108 SHARES)	COMMON STOCK	14,428	16,133
	PEPSICO INC (118 SHARES)	COMMON STOCK	7,676	7,709
	PFIZER INC (448 SHARES)	COMMON STOCK	9,873	7,845
	PROCTOR & GAMBLE CO (135 SHARES)	COMMON STOCK	7,019	8,685
	PARKIN HANNIGFIN CORP (141 SHARES)	COMMON STOCK	8,878	12,168
	QUEST COMM INTL INC (2276 SHARES)	COMMON STOCK	13,185	16,100
	RYDER SYSTEM INC (225 SHARES)	COMMON STOCK	9,476	11,844
	ROWAN COMPANIES INC (337 SHARES)	COMMON STOCK	7,013	11,765
	ROSS STORES INC (289 SHARES)	COMMON STOCK	12,873	18,279
	RR DONNELLY SONS (636 SHARES)	COMMON STOCK	13,250	11,111
	RAYTHEON CO (199 SHARES)	COMMON STOCK	9,205	9,222

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	SARA LEE CORP (631 SHARES)	COMMON STOCK	9,358	11,049
	SANDISK CORP INC (380 SHARES)	COMMON STOCK	16,622	18,947
	AT&T INC (289 SHARES)	COMMON STOCK	9,442	8,491
	TARGET CORP (215 SHARES)	COMMON STOCK	9,914	12,928
	TITANIUM METALS CORP (708 SHARES)	COMMON STOCK	12,013	12,163
	TJX COS INC (371 SHARES)	COMMON STOCK	14,085	16,469
	UNITED HEALTH GROUP INC (588 SHARES)	COMMON STOCK	11,384	21,233
	UNUM GROUP (369 SHARES)	COMMON STOCK	5,315	8,937
	VERIZON COMMS (424 SHARES)	COMMON STOCK	12,944	15,171
	WELLS FARGO & CO (246 SHARES)	COMMON STOCK	6,395	7,624
	WELLPOINT INC (181 SHARES)	COMMON STOCK	10,768	10,292
	WILLIAMS COMPANIES (437 SHARES)	COMMON STOCK	8,417	10,803
	WAL-MART STORES INC (173 SHARES)	COMMON STOCK	9,657	9,330
	WESTERN UNION CO (767 SHARES)	COMMON STOCK	13,758	14,243
	EXXON MOBIL CORP (309 SHARES)	COMMON STOCK	17,714	22,594
	ANGLO AMERICAN PLC (940 SHARES)	COMMON STOCK	17,505	24,543
	AEGON (1454 SHARES)	COMMON STOCK	11,590	8,913
	ASTELLAS PHARNA INC (230 SHARES)	COMMON STOCK	8,683	8,643
	ALSTOM SA (6020 SHARES)	COMMON STOCK	31,475	29,378
	ALLIANZ (1336 SHARES)	COMMON STOCK	16,521	15,858
	BAE SYS PLC (629 SHARES)	COMMON STOCK	13,113	13,115
	BANCO BILBAO VIZCAYA (600 SHARES)	COMMON STOCK	6,817	6,102
	BARCLAYS PLC (296 SHARES)	COMMON STOCK	9,773	4,890
	BLUESCOPE STEEL LTD (571 SHARES)	COMMON STOCK	6,519	6,447
	BP PLC (699 SHARES)	COMMON STOCK	38,282	30,875
	BANCO POPOLARE SOCIETE (1498 SHARES)	COMMON STOCK	5,932	3,221
	BRIDGESTONE CORP (205 SHARES)	COMMON STOCK	6,888	7,940
	BUZZI UNICEM (1812 SHARES)	COMMON STOCK	12,785	9,875
	CELESIO (1848 SHARES)	COMMON STOCK	8,140	9,037
	COCA-COLA WEST HLDGS (452 SHARES)	COMMON STOCK	3,950	4,099
	CHINA MOBILE LTD (171 SHARES)	COMMON STOCK	8,365	8,485
	CHUO MITSUI TR HLDGS (2322 SHARES)	COMMON STOCK	18,435	18,948
	CRDT AGRCOLE (1531 SHARES)	COMMON STOCK	10,597	9,753
	CARREFOUR (2235 SHARES)	COMMON STOCK	18,456	18,729
	CHINA RAILWAY CONS (288 SHARES)	COMMON STOCK	4,218	5,187
	DAIMLER (46 SHARES)	COMMON STOCK	3,013	3,109
	DEUTSCHE BK (242 SHARES)	COMMON STOCK	12,958	12,560
	DBS GROUP HLGDS (648 SHARES)	COMMON STOCK	25,029	29,121
	DEUTSCHE LUFT (429 SHARES)	COMMON STOCK	6,741	9,335
	DEUTSCHE TELE (518 SHARES)	COMMON STOCK	7,533	6,630
	DIAWA HOUSE IND LTD (95 SHARES)	COMMON STOCK	10,131	11,703
	ENI S P A (312 SHARES)	COMMON STOCK	16,632	13,647
	EUROPEAN AERONAUTIC DEF & SPAC (655 SHARES)	COMMON STOCK	12,833	15,360
	ELECTRICITE DE FRANCE (2122 SHARES)	COMMON STOCK	18,115	17,613
	EAST JAPAN RY CO (2230 SHARES)	COMMON STOCK	24,366	23,861
	E. ON (1071 SHARES)	COMMON STOCK	37,229	32,569
	ERICSSON LM TEL CL B (1878 SHARES)	COMMON STOCK	19,671	21,653
	ESPRIT HOLDING LTD (2399 SHARES)	COMMON STOCK	27,045	22,815
	FOSTERS GROUP LTD (2746 SHARES)	COMMON STOCK	13,620	15,817
	FINMECCANICA (4452 SHARES)	COMMON STOCK	29,795	25,376
	FRANCE TELECOM (898 SHARES)	COMMON STOCK	21,881	18,930

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	GAMESA CORP TECN (10654 SHARES)	COMMON STOCK	24,708	17,046
	GDF SUEZ (230 SHARES)	COMMON STOCK	7,767	8,289
	GLAXOSMITHKLINE (712 SHARES)	COMMON STOCK	31,742	27,925
	HSBC HLDG PLC (948 SHARES)	COMMON STOCK	49,755	48,386
	HEINEKEN (497 SHARES)	COMMON STOCK	11,806	12,216
	HOME RETAIL GROUP PLC (1565 SHARES)	COMMON STOCK	22,124	18,264
	HANG SENG BK LTD (1417 SHARES)	COMMON STOCK	20,389	23,366
	HUSQVARNA (478 SHARES)	COMMON STOCK	6,410	7,959
	HUTCHISN WHAMPOA (143 SHARES)	COMMON STOCK	5,449	7,352
	IBERDROLA (508 SHARES)	COMMON STOCK	16,481	15,570
	INPEX CORP (250 SHARES)	COMMON STOCK	14,296	14,675
	INV (1286 SHARES)	COMMON STOCK	11,088	13,567
	KB FINANCIAL GROUP INC (179 SHARES)	COMMON STOCK	8,652	9,467
	KAO CORP (369 SHARES)	COMMON STOCK	8,317	9,922
	KDDI CORP (284 SHARES)	COMMON STOCK	15,995	16,304
	KOREA ELEC POWER (479 SHARES)	COMMON STOCK	6,717	6,471
	KT CORP (225 SHARES)	COMMON STOCK	4,376	4,680
	LONMIN PLC (139 SHARES)	COMMON STOCK	3,232	4,277
	MEDICO PALTC HLDGS (454 SHARES)	COMMON STOCK	5,313	4,935
	MTN GROUP LTD (505 SHARES)	COMMON STOCK	7,515	10,433
	MISTIBISHI UFJ FINL GROUP (5124 SHARES)	COMMON STOCK	37,536	27,721
	MUENCHENER RUECK (929 SHARES)	COMMON STOCK	12,824	14,037
	NATIONAL AUSTRALIA B (1126 SHARES)	COMMON STOCK	30,037	27,355
	NORSK HYDRO (2489 SHARES)	COMMON STOCK	15,204	18,120
	NOMURA HLDGS INC (1539 SHARES)	COMMON STOCK	23,257	9,819
	NOKIA CORP (4345 SHARES)	COMMON STOCK	63,579	44,840
	NIPPON EXPRESS CO LTD (225 SHARES)	COMMON STOCK	5,632	5,985
	NOMURA RESH INST LTD (250 SHARES)	COMMON STOCK	10,080	11,040
	NINTENDO LTD (232 SHARES)	COMMON STOCK	7,570	8,429
	NOVARTIS (594 SHARES)	COMMON STOCK	28,290	35,016
	OAO GAZPROM (363 SHARES)	COMMON STOCK	11,367	9,235
	PETROLEO BRAS (267 SHARES)	COMMON STOCK	10,408	10,103
	PANASONIC CORP (910 SHARES)	COMMON STOCK	12,969	12,831
	PEUGEOT CITROENS (159 SHARES)	COMMON STOCK	4,689	6,058
	KONINKL PHIL (424 SHARES)	COMMON STOCK	12,940	13,017
	PETROCHINA CO LTD (67 SHARES)	COMMON STOCK	7,530	8,810
	QBE INSURANCE GROUP (1518 SHARES)	COMMON STOCK	25,100	27,810
	QINTEQ GROUP PLC (935 SHARES)	COMMON STOCK	8,156	7,461
	ROYAL DUTCH SHELL PLC (627 SHARES)	COMMON STOCK	33,980	41,871
	REXAN PLC (601 SHARES)	COMMON STOCK	14,160	15,512
	ROCHE HLDG LTD (729 SHARES)	COMMON STOCK	24,794	26,718
	RICOH CO LTD (124 SHARES)	COMMON STOCK	9,524	9,109
	RENTOKIL INTL (496 SHARES)	COMMON STOCK	5,635	3,710
	REED EKSEVIER (213 SHARES)	COMMON STOCK	6,195	7,149
	RWE (195 SHARES)	COMMON STOCK	19,104	12,946
	STANDARD BANK GROUP (434 SHARES)	COMMON STOCK	13,201	14,352
	SOCIETE GENERAL (2463 SHARES)	COMMON STOCK	30,577	26,773
	SHIN-ETSU CHEM (486 SHARES)	COMMON STOCK	24,775	26,424
	SK TELECOM (336 SHARES)	COMMON STOCK	6,530	6,260
	SUMITOMO MITSUI (3164 SHARES)	COMMON STOCK	18,509	22,496
	SANOFI AVENTIS (945 SHARES)	COMMON STOCK	35,266	30,457

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	SECOM CO LTD (1450 SHARES)	COMMON STOCK	15,722	17,183
	SEVEN & I HLDGS CO (536 SHARES)	COMMON STOCK	24,831	28,606
	TEVA PHARMACEUTICAL INDS (386 SHARES)	COMMON STOCK	19,835	20,122
	TOYODA GOSEI CO LTD (234 SHARES)	COMMON STOCK	11,533	10,881
	TOYOTA MOTOR CORP (310 SHARES)	COMMON STOCK	30,698	24,375
	TELENORTE LES PART (378 SHARES)	COMMON STOCK	5,644	5,557
	TOKYO ELECTRON LTD (72 SHARES)	COMMON STOCK	8,670	9,026
	TOTAL (753 SHARES)	COMMON STOCK	42,993	40,270
	TESCO PLC (400 SHARES)	COMMON STOCK	7,522	8,072
	UBS (1301 SHARES)	COMMON STOCK	27,023	21,428
	UNIPOL GRUPPO (26549 SHARES)	COMMON STOCK	13,098	6,106
	UNILEVER (903 SHARES)	COMMON STOCK	23,058	27,885
	UNITED MICROELECT (3849 SHARES)	COMMON STOCK	12,035	12,163
	UNITED OVERSEAS BANK (589 SHARES)	COMMON STOCK	15,658	16,704
	VIVENDI (746 SHARES)	COMMON STOCK	18,725	20,194
	VODAFONE GRP (692 SHARES)	COMMON STOCK	13,844	18,297
	YAMATO HLDGS CO LTD (502 SHARES)	COMMON STOCK	19,298	21,255
	ACXIOM CORP (365 SHARES)	COMMON STOCK	5,690	6,260
	AMERICAN FINL GRP HLDGS (481 SHARES)	COMMON STOCK	11,202	15,532
	AMR CORP (1124 SHARES)	COMMON STOCK	7,197	8,756
	AEROPOSTALE INC (328 SHARES)	COMMON STOCK	10,247	8,082
	ARROW ELECTRONICS (259 SHARES)	COMMON STOCK	7,009	8,871
	ATMEL CORP (785 SHARES)	COMMON STOCK	8,466	9,671
	ATMOS ENERGY CORP (64 SHARES)	COMMON STOCK	1,768	1,997
	BIO RAD LABS CL A (98 SHARES)	COMMON STOCK	8,602	10,177
	BMC SOFTWARE INC (227 SHARES)	COMMON STOCK	8,635	10,701
	BANK HAWAII CORP (136 SHARES)	COMMON STOCK	6,183	6,421
	BROADRIDGE FINL SOLUTIONS INC (317 SHARES)	COMMON STOCK	6,806	6,952
	CUBIST PHARMACEUTICALS (309 SHARES)	COMMON STOCK	6,785	6,613
	CROWN HOLDINGS INC (113 SHARES)	COMMON STOCK	2,932	3,772
	CULLEN FROST BKRS (187 SHARES)	COMMON STOCK	10,459	11,429
	CHURCH & DWIGHT CO INC (37 SHARES)	COMMON STOCK	2,620	2,554
	CHIMERA INVESTMENT CORP (1444 SHARES)	COMMON STOCK	5,877	5,935
	CELESTICA (715 SHARES)	COMMON STOCK	7,534	6,936
	CENTERPOINT ENERGY INC (618 SHARES)	COMMON STOCK	8,952	9,715
	CRANE CO (221 SHARES)	COMMON STOCK	7,648	9,077
	COMPUTER SCIENCE CORP (127 SHARES)	COMMON STOCK	6,736	6,299
	CARLISLE COS INC (97 SHARES)	COMMON STOCK	3,471	3,855
	COMMONWEALTH REIT (265 SHARES)	COMMON STOCK	6,779	6,760
	COMMUNITY HEALTH SYS (70 SHARES)	COMMON STOCK	2,415	2,616
	DILLARDS INC (430 SHARES)	COMMON STOCK	10,204	16,314
	DEL MONTE FOODS CO (403 SHARES)	COMMON STOCK	5,290	7,576
	DOLLAR TREE STORES INC (76 SHARES)	COMMON STOCK	4,187	4,262
	DELUXE CORPORATION (241 SHARES)	COMMON STOCK	4,837	5,548
	AMDOCS LTD (273 SHARES)	COMMON STOCK	7,337	7,499
	BRINKER INTL INC (388 SHARES)	COMMON STOCK	7,636	8,101
	EQUITY LIFEDTYLES PPTS INC (222 SHARES)	COMMON STOCK	11,533	12,417
	ENDO PHARMACEUTICALS HLDGS (89 SHARES)	COMMON STOCK	1,606	3,178
	ITT EDUCATIONAL SVCS (32 SHARES)	COMMON STOCK	3,114	2,038
	EXPEDIA INC (104 SHARES)	COMMON STOCK	2,291	2,609
	CGI GROUP INC (396 SHARES)	COMMON STOCK	6,047	6,835

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	HANSEN NATURAL CORP (159 SHARES)	COMMON STOCK	7,301	8,313
	HERBALIFE LTD (83 SHARES)	COMMON STOCK	5,740	5,675
	HOLOGIC INC (359 SHARES)	COMMON STOCK	5,959	6,756
	HOSPITALITY PPTYS TRUST REIT (476 SHARES)	COMMON STOCK	10,365	10,976
	JABIL CIRCUIT INC (455 SHARES)	COMMON STOCK	7,043	9,141
	JOY GLOBAL INC (191 SHARES)	COMMON STOCK	6,874	16,569
	LENNAR CORP (326 SHARES)	COMMON STOCK	5,058	6,113
	LIBERTY MEDIA CORP STARZ SER A (98 SHARES)	COMMON STOCK	5,375	6,515
	LUBRIZOL CORP (136 SHARES)	COMMON STOCK	10,226	14,536
	MAGELLAN HEALTH SERVICES INC (296 SHARES)	COMMON STOCK	12,513	13,995
	MEDICIS PHARMS CL A (170 SHARES)	COMMON STOCK	4,048	4,554
	MINERALS TECHNOLOGIES (124 SHARES)	COMMON STOCK	7,086	8,111
	MEAWESTVACO CORP (97 SHARES)	COMMON STOCK	2,423	2,538
	NISOURCE INC (534 SHARES)	COMMON STOCK	8,126	9,409
	NRG ENERGY INC (189 SHARES)	COMMON STOCK	3,975	3,693
	NEUSTAR INC CL A (210 SHARES)	COMMON STOCK	5,430	5,471
	NU SKIN ENTERPRISE (105 SHARES)	COMMON STOCK	2,952	3,177
	NEW YORK CMNTY BANCORP (290 SHARES)	COMMON STOCK	4,240	5,467
	OIL STS INTL INC (64 SHARES)	COMMON STOCK	2,991	4,102
	ONEOK INC (56 SHARES)	COMMON STOCK	2,506	3,106
	OSHKOSH CORPORATION (217 SHARES)	COMMON STOCK	7,343	7,647
	PEOPLES UNITED FINL INC (553 SHARES)	COMMON STOCK	8,665	7,748
	PETSMART INC (200 SHARES)	COMMON STOCK	6,543	7,964
	PS BUSINESS PARKS INC (58 SHARES)	COMMON STOCK	3,366	3,232
	PATTERSON UTI ENERGY INC (260 SHARES)	COMMON STOCK	3,781	5,603
	RYDER SYSTEM INC (92 SHARES)	COMMON STOCK	4,193	4,843
	RF MICRO DEVICES INC (948 SHARES)	COMMON STOCK	7,021	6,968
	RAYMOND JAMES FINL INC (336 SHARES)	COMMON STOCK	8,819	10,987
	ROCK TENN CO CL A (59 SHARES)	COMMON STOCK	3,247	3,183
	ROSS STORES INC (84 SHARES)	COMMON STOCK	3,928	5,313
	ECHOSTAR CORP (95 SHARES)	COMMON STOCK	1,904	2,372
	SERVICE CORP INTL (608 SHARES)	COMMON STOCK	4,760	5,016
	SEI INVT CO (231 SHARES)	COMMON STOCK	5,387	5,496
	SHAW GROUP INC (340 SHARES)	COMMON STOCK	11,445	11,638
	SANDISK CORP INC (107 SHARES)	COMMON STOCK	4,232	5,335
	SYNOPSYS INC (91 SHARES)	COMMON STOCK	2,113	2,449
	SUPERIOR ENERGY SERVICES INC (176 SHARES)	COMMON STOCK	5,063	6,158
	SOWEST GAS CORP (111 SHARES)	COMMON STOCK	3,600	4,070
	TELEPHONE&DATA SYS (118 SHARES)	COMMON STOCK	3,769	4,313
	TEEKAY CORP (166 SHARES)	COMMON STOCK	3,962	5,491
	TIMKIN COMPANY (245 SHARES)	COMMON STOCK	9,486	11,694
	THOMAS & BETTS CORP (68 SHARES)	COMMON STOCK	2,705	3,284
	TRANSALTANTIC HLDGS INC (43 SHARES)	COMMON STOCK	2,120	2,220
	VALSPAR CORP (149 SHARES)	COMMON STOCK	4,612	5,138
	WESTERN DIGITAL CORP (58 SHARES)	COMMON STOCK	2,342	1,966
	WADDELL & REED FINL (51 SHARES)	COMMON STOCK	1,649	1,800
	WILLIAMS SONOMA INC (197 SHARES)	COMMON STOCK	3,775	7,031
	CIMAREX ENERGY CO (135 SHARES)	COMMON STOCK	12,209	11,952
	APPLE INC (234 SHARES)	COMMON STOCK	26,597	75,479
	ADOBE SYS (482 SHARES)	COMMON STOCK	13,987	14,836
	ALLERGAN INC (264 SHARES)	COMMON STOCK	16,930	18,129

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	AMGEN INC (238 SHARES)	COMMON STOCK	13,040	13,066
	AMERICAN TOWER CORP (484 SHARES)	COMMON STOCK	20,335	24,994
	AMAZON COM INC (200 SHARES)	COMMON STOCK	15,044	36,000
	ALLEGHENY TECH INC (469 SHARES)	COMMON STOCK	23,347	25,879
	BOEING COMPANY (363 SHARES)	COMMON STOCK	23,644	23,689
	BORG WARNER INC (225 SHARES)	COMMON STOCK	9,922	16,281
	CAMERON INTL CORP (277 SHARES)	COMMON STOCK	10,619	14,052
	CATAPILLAR INC (212 SHARES)	COMMON STOCK	14,701	19,856
	CELGENE CORP (297 SHARES)	COMMON STOCK	18,006	17,565
	CHECK POINT SOFTWARE TECH (438 SHARES)	COMMON STOCK	14,651	20,262
	COLGATE PALMOLIVE (144 SHARES)	COMMON STOCK	11,598	11,573
	CME GROUP INC (38 SHARES)	COMMON STOCK	11,563	12,227
	CUMMINS INC (221 SHARES)	COMMON STOCK	10,328	24,312
	CANADIAN NATURAL RESOURCE (607 SHARES)	COMMON STOCK	26,000	26,963
	COACH INC (212 SHARES)	COMMON STOCK	7,412	11,726
	ROCKWELL COLLINS INC (316 SHARES)	COMMON STOCK	19,808	18,410
	COVIDIEN PLC (262 SHARES)	COMMON STOCK	13,112	11,963
	SALESFORCE COM INC (152 SHARES)	COMMON STOCK	13,491	20,064
	ML 46 CISCO SYSTEMS INC. (616 SHARES)	COMMON STOCK	13,414	12,462
	CTRIP.COM INTL LTD (234 SHARES)	COMMON STOCK	10,989	9,465
	CITRIX SYSTEMS INC (514 SHARES)	COMMON STOCK	23,562	35,163
	ML 46 DHR DANAHER CORP (278 SHARES)	COMMON STOCK	14,392	13,113
	DENBURY RES INC (325 SHARES)	COMMON STOCK	5,206	6,204
	EMC CORP (752 SHARES)	COMMON STOCK	10,142	17,221
	EMERSON ELECTRIC CO (235 SHARES)	COMMON STOCK	8,443	13,435
	EOG RESOURCES INC (159 SHARES)	COMMON STOCK	15,986	14,534
	EXPRESS SCRIPTS INC (216 SHARES)	COMMON STOCK	11,535	11,675
	FREEPORT-MCMRAN CPR 7 GOL (373 SHARES)	COMMON STOCK	35,128	44,794
	F5 NETWORKS INC (69 SHARES)	COMMON STOCK	6,058	8,981
	CORNING INC (798 SHARES)	COMMON STOCK	14,123	15,417
	JUNIPER NETWORKS INC (320 SHARES)	COMMON STOCK	11,173	11,814
	JP MORGAN CHASE & CO (284 SHARES)	COMMON STOCK	9,035	12,047
	NORDSTROM INC (287 SHARES)	COMMON STOCK	10,148	12,163
	COCA COLA (510 SHARES)	COMMON STOCK	28,245	33,543
	LABORATORY COPR AMER HLDG (128 SHARES)	COMMON STOCK	9,908	11,254
	MCDONALDS CORP (274 SHARES)	COMMON STOCK	18,534	21,032
	MEAD JOHNSON NUTRITION CO (264 SHARES)	COMMON STOCK	11,554	16,434
	3M COMPANY (251 SHARES)	COMMON STOCK	20,086	21,661
	NETFLIX INC (166 SHARES)	COMMON STOCK	21,915	29,166
	NETAPP INC (306 SHARES)	COMMON STOCK	15,054	16,818
	ORACLE CORP (1436 SHARES)	COMMON STOCK	35,984	44,947
	PRICLINE INC (46 SHARES)	COMMON STOCK	9,793	18,379
	PRECISION CASTPARTS (155 SHARES)	COMMON STOCK	19,306	21,578
	PROCTER & GAMBLE CO (280 SHARES)	COMMON STOCK	14,701	18,012
	POTASH CORP (118 SHARES)	COMMON STOCK	16,543	18,270
	RANGE RESOURECES CORP (211 SHARES)	COMMON STOCK	12,057	9,491
	STARBUCKS CORP (677 SHARES)	COMMON STOCK	18,157	21,752
	SCHLUMBERGER LTD (212 SHARES)	COMMON STOCK	14,924	17,702
	SANDISK CORP INC (240 SHARES)	COMMON STOCK	11,541	11,966
	SOUTHWESTERN ENERGY CO (210 SHARES)	COMMON STOCK	10,193	7,860
	TARGET CORP (284 SHARES)	COMMON STOCK	14,334	17,077

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	TEXAS INSTRUMENTS(381 SHARES)	COMMON STOCK	10,372	12,383
	UNITED HEALTH GROUP INC (572 SHARES)	COMMON STOCK	19,180	20,655
	UNITED TECHS CORP (141 SHARES)	COMMON STOCK	7,636	11,100
	VISA INC CL A (183 SHARES)	COMMON STOCK	11,602	12,880
	VF CORPORATION (162 SHARES)	COMMON STOCK	13,194	13,961
	ABBOTT LABS (519 SHARES)	COMMON STOCK	27,330	24,865
	ACE LIMITED (108 SHARES)	COMMON STOCK	6,365	6,723
	ACCENTURE PLC (863 SHARES)	COMMON STOCK	39,364	41,847
	AON CORP (283 SHARES)	COMMON STOCK	11,157	13,021
	APACHE CORP (198 SHARES)	COMMON STOCK	19,484	23,608
	AIR PRODUCTS & CHEM (150 SHARES)	COMMON STOCK	12,415	13,643
	BECTON DICKINSON CO (135 SHARES)	COMMON STOCK	10,095	11,410
	BANK OF NEW YORK MELLON C (1265 SHARES)	COMMON STOCK	45,404	38,203
	CHUBB CORP (299 SHARES)	COMMON STOCK	16,871	17,832
	CHEVERON CORP (465 SHARES)	COMMON STOCK	35,605	42,431
	DIAGEO PLC (267 SHARES)	COMMON STOCK	18,919	19,846
	DISNEY CO (409 SHARES)	COMMON STOCK	14,170	15,342
	EATON CORP (3 SHARES)	COMMON STOCK	171	196
	GENERAL MILLS (673 SHARES)	COMMON STOCK	24,756	23,952
	GOLDMAN SACHS GROUP INC (220 SHARES)	COMMON STOCK	26,689	36,995
	HASBRO INC (368 SHARES)	COMMON STOCK	16,820	17,362
	HESS CORP (309 SHARES)	COMMON STOCK	20,685	23,651
	HONEYWELL INTL INC (361 SHARES)	COMMON STOCK	16,525	19,191
	INTL BUSINESS MACHINES CORP (223 SHARES)	COMMON STOCK	31,181	32,728
	INTEL CORP (999 SHARES)	COMMON STOCK	18,162	21,009
	JOHNSON CONTROLS INC (344 SHARES)	COMMON STOCK	12,051	13,141
	JOHNSON & JOHNSON (555 SHARES)	COMMON STOCK	34,775	34,327
	JP MORGAN CHASE & CO (764 SHARES)	COMMON STOCK	25,203	32,409
	LOCKHEED MARTIN CORP (596 SHARES)	COMMON STOCK	42,704	41,666
	MASTERCARD INC (53 SHARES)	COMMON STOCK	11,812	11,878
	MCDONALDS CORP (139 SHARES)	COMMON STOCK	10,915	10,670
	MEDTRONIC INC (671 SHARES)	COMMON STOCK	22,479	24,887
	METLIFE INC (729 SHARES)	COMMON STOCK	26,958	32,397
	3M COMPANY (167 SHARES)	COMMON STOCK	14,904	14,412
	NOBLE CORP (335 SHARES)	COMMON STOCK	11,459	11,983
	NORTHROP GRUMMAN CORP (399 SHARES)	COMMON STOCK	24,913	25,847
	NESTLE (270 SHARES)	COMMON STOCK	14,712	15,881
	ORACLE CORP (1147 SHARES)	COMMON STOCK	30,431	35,901
	PG&E CORP (488 SHARES)	COMMON STOCK	21,997	23,346
	PUB SVC ENTERPRISE GROUP (247 SHARES)	COMMON STOCK	8,291	7,857
	PEPSICO INC (218 SHARES)	COMMON STOCK	13,638	14,242
	PFIZER INC (1399 SHARES)	COMMON STOCK	24,482	24,497
	PHILLIPS MORRIS INTL INC (901 SHARES)	COMMON STOCK	51,101	52,736
	PPG INDUSTRIES INC (224 SHARES)	COMMON STOCK	16,872	18,832
	PRUDENTIAL FINANCIAL INC (409 SHARES)	COMMON STOCK	22,119	24,012
	PRAXAIR INC (30 SHARES)	COMMON STOCK	1,343	2,280
	ST JUDE MEDICAL INC (625 SHARES)	COMMON STOCK	25,144	26,719
	STANLEY BLACK & DECKER INC (206 SHARES)	COMMON STOCK	12,925	13,775
	AT&T INC (1185 SHARES)	COMMON STOCK	30,229	34,815
	TRAVELERS COS INC (400 SHARES)	COMMON STOCK	21,144	22,284
	UNITED TECHS CORP (383 SHARES)	COMMON STOCK	28,539	30,150

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	VODAFONE GROUP PLC (509 SHARES)	COMMON STOCK	13,187	13,485
	WALGREENS CO (322 SHARES)	COMMON STOCK	11,141	12,545
	WELLS FARGO & CO (902 SHARES)	COMMON STOCK	25,353	27,953
	EXXON MOBIL CORP (342 SHARES)	COMMON STOCK	22,175	25,007
	ACACIA RESH CORP (133 SHARES)	COMMON STOCK	1,822	3,450
	ADVENT SOFTWARE INC (98 SHARES)	COMMON STOCK	2,838	5,676
	AFFYMETRIX INC (386 SHARES)	COMMON STOCK	1,881	1,942
	AIR METHODS CORP (78 SHARES)	COMMON STOCK	3,195	4,389
	APPLIED INDUSTRIALS TECH (151 SHARES)	COMMON STOCK	4,335	4,905
	ALIGN TECH INC (291 SHARES)	COMMON STOCK	5,377	5,686
	ALTERRA CAPITAL HOLDINGS LTD (317 SHARES)	COMMON STOCK	6,592	6,860
	ANSYS INC (111 SHARES)	COMMON STOCK	4,025	5,780
	ARVINMERITOR INC (202 SHARES)	COMMON STOCK	3,917	4,145
	ARTIO GLOBAL INVS INC (113 SHARES)	COMMON STOCK	2,348	1,962
	ASTEC INDUSTRIES INC (114 SHARES)	COMMON STOCK	3,543	3,695
	SOTHEBY'S (183 SHARES)	COMMON STOCK	5,345	8,235
	BIO RAD LABS CL A (52 SHARES)	COMMON STOCK	4,744	5,400
	BOISE INC (529 SHARES)	COMMON STOCK	3,328	4,195
	CMNTY BANK SYS INC (329 SHARES)	COMMON STOCK	6,675	9,136
	CLEAN HARBORS INC (68 SHARES)	COMMON STOCK	4,790	5,717
	CALAMOS ASSET MGMT INC (215 SHARES)	COMMON STOCK	3,196	3,010
	COMTECH TELCOMM CORP (92 SHARES)	COMMON STOCK	4,144	2,554
	CENTENE CORP (115 SHARES)	COMMON STOCK	2,271	2,914
	COLUMBIA BANKING SYS INC (307 SHARES)	COMMON STOCK	5,784	6,465
	CRANE CO (65 SHARES)	COMMON STOCK	2,592	2,670
	CSG SYSTEMS INTL INC (270 SHARES)	COMMON STOCK	5,581	5,114
	COINSTAR INC (31 SHARES)	COMMON STOCK	1,920	1,750
	COOPER TIRE RUBBER (359 SHARES)	COMMON STOCK	7,838	8,465
	COMMVAULT SYS INC (222 SHARES)	COMMON STOCK	4,411	6,354
	DAKTRONICS INC (331 SHARES)	COMMON STOCK	3,398	5,270
	DILLARDS INC (142 SHARES)	COMMON STOCK	3,014	5,388
	DECKERS OUTDOORS CORP (112 SHARES)	COMMON STOCK	5,190	8,931
	DELPHI FINANCIAL GROUP (343 SHARES)	COMMON STOCK	7,356	9,892
	DIAMOND FOODS INC (53 SHARES)	COMMON STOCK	2,609	2,819
	EQUITY LIFESTYLES PPTYS I (138 SHARES)	COMMON STOCK	5,289	7,718
	ESTERLINE TECHNOLOGIES CO (118 SHARES)	COMMON STOCK	4,821	8,094
	1ST FINANCIAL BANCORP (246 SHARES)	COMMON STOCK	3,179	4,546
	FOSSIL INC (121 SHARES)	COMMON STOCK	4,025	8,528
	GEOYEYE INC (169 SHARES)	COMMON STOCK	3,289	7,164
	GERON CORP (303 SHARES)	COMMON STOCK	1,885	1,572
	GENCO SHIPPING & TRADING LTD (420 SHARES)	COMMON STOCK	9,324	6,048
	GRAPHTECH INTL LTD (464 SHARES)	COMMON STOCK	5,961	9,206
	GENESEE & WYOM (184 SHARES)	COMMON STOCK	7,631	9,743
	HAWAIIAN HLDGS INC (695 SHARES)	COMMON STOCK	4,691	5,449
	HEALTHSOUTH CORP (458 SHARES)	COMMON STOCK	7,040	9,485
	HOME PROPERTIES INC (105 SHARES)	COMMON STOCK	5,218	5,826
	HORNBECK OFFSHORE SVCS INC (189 SHARES)	COMMON STOCK	3,272	3,946
	INTERDIGITIAL INC (116 SHARES)	COMMON STOCK	2,862	4,830
	INCYTE CORPORATION (219 SHARES)	COMMON STOCK	3,769	3,627
	WORLD FUEL SERVICES CORP (81 SHARES)	COMMON STOCK	1,856	2,296
	INLAND REAL ESTATE CORP (399 SHARES)	COMMON STOCK	3,518	3,511

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	JAKKS PACIFIC INC (309 SHARES)	COMMON STOCK	5,901	5,630
	KAYDON CORP (56 SHARES)	COMMON STOCK	1,962	2,280
	LASALLE HOTEL PPTYS (286 SHARES)	COMMON STOCK	6,016	7,550
	LIZ CLAIBORNE INC (648 SHARES)	COMMON STOCK	3,540	4,640
	MID AMERICA APT CMNTYS (84 SHARES)	COMMON STOCK	5,188	5,333
	MANHATTAN ASSOCS INC (138 SHARES)	COMMON STOCK	3,293	4,215
	MASIMO CORP (270 SHARES)	COMMON STOCK	7,560	7,849
	MEDIFAST INC (75 SHARES)	COMMON STOCK	2,131	2,166
	MAXIMUS INC (97 SHARES)	COMMON STOCK	5,556	6,361
	MERITAGE HOMES CORP (238 SHARES)	COMMON STOCK	4,470	5,284
	VAIL RESORTS INC (100 SHARES)	COMMON STOCK	4,130	5,204
	MINERALS TECHNOLOGIES (148 SHARES)	COMMON STOCK	7,999	9,681
	NABI BIOPHARMACEUTICALS (547 SHARES)	COMMON STOCK	3,238	3,167
	NORDSON CORP (45 SHARES)	COMMON STOCK	3,073	4,135
	NORANDA ALUM HLDG CORP (239 SHARES)	COMMON STOCK	2,997	3,489
	OWENS & MINOR INC (186 SHARES)	COMMON STOCK	5,368	5,474
	ON SEMICONDUCTOR CORP (618 SHARES)	COMMON STOCK	5,463	6,106
	ORBITAL SCIENCES CORP (151 SHARES)	COMMON STOCK	2,595	2,587
	VERIFONE HOLDINGS INC (184 SHARES)	COMMON STOCK	2,728	7,095
	PRESTIGE BRANDS HLDG INC (546 SHARES)	COMMON STOCK	4,295	6,525
	PDL BIOPHARMA INC (549 SHARES)	COMMON STOCK	3,501	3,420
	PARKWAY PROPERTIES INC (302 SHARES)	COMMON STOCK	4,770	5,291
	PLANTRONICS INC (314 SHARES)	COMMON STOCK	8,063	11,687
	PORTLAND GEN ELECTRIC CO (226 SHARES)	COMMON STOCK	4,602	4,904
	PETROQUEST ENERGY INC (511 SHARES)	COMMON STOCK	3,771	3,848
	PRIMERICA INC (223 SHARES)	COMMON STOCK	4,837	5,408
	PS BUSINESS PARKS INC (115 SHARES)	COMMON STOCK	5,666	6,408
	POWER-ONE INC (499 SHARES)	COMMON STOCK	5,359	5,090
	RACKSPACE HOSTING INC (268 SHARES)	COMMON STOCK	2,950	8,418
	ROCK TENN CO CL A (68 SHARES)	COMMON STOCK	2,854	3,669
	ROSETTA RESOURCES INC (188 SHARES)	COMMON STOCK	1,682	7,076
	RAMCO-GERSHENSON PROPERTY (284 SHARES)	COMMON STOCK	3,152	3,536
	STONE ENERGY CORP (347 SHARES)	COMMON STOCK	6,189	7,735
	SILICON IMAGE INC (756 SHARES)	COMMON STOCK	4,904	5,557
	SOLUTIA INC (271 SHARES)	COMMON STOCK	2,774	6,255
	STERIS CORP (113 SHARES)	COMMON STOCK	3,796	3,512
	TEMPUR PEDIC INTL INC (190 SHARES)	COMMON STOCK	2,181	7,611
	TOWER GROUP INC (255 SHARES)	COMMON STOCK	5,382	6,528
	UIL HLDG CORP (238 SHARES)	COMMON STOCK	6,185	7,131
	UMB FINANCIAL CORP (106 SHARES)	COMMON STOCK	3,836	4,393
	UMPQUA HOLDINGS CORP (520 SHARES)	COMMON STOCK	6,552	6,334
	VERNETX HLDG CORP (170 SHARES)	COMMON STOCK	1,568	2,525
	WESTLAKE CHEM CORP (170 SHARES)	COMMON STOCK	3,614	7,390
	WHITIG PETROLEUM CORP (33 SHARES)	COMMON STOCK	3,140	3,867
	W & T OFFSHORE INC (354 SHARES)	COMMON STOCK	5,690	6,326
	WRIGHT EXPRESS CORP (157 SHARES)	COMMON STOCK	3,984	7,222
	ROUNDING ADJUSTMENT			(24)
			5,320,450	5,857,138

EIN: 74-2730084

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	OTHER INVESTMENTS			
	ML WINTON FUTURESACCESS LLC	CLASS C LP	159,999	179,212
	PAULSON ADVANTAGE ACCESS II	CLASS C	319,999	321,131
	ROBECO SAGE ACCESS LTD		303,619	325,198
			783,617	825,540
	GOVERNMENT SECURITIES			
	USTIN 2.375% 1/15/17	GOVT SECURITY	53,422	60,427
	USTN 3.875% 02/15/13	GOVT SECURITY	21,895	21,370
	USTB 4.75% 02/15/37	GOVT SECURITY	4,325	4,299
	USTN 4.125% 05/15/15	GOVT SECURITY	1,070	1,101
	USTN 3.125% 05/15/19	GOVT SECURITY	113,826	115,203
	USTN 2.625% 06/3014	GOVT SECURITY	30,062	30,348
	FNMA 920727 5%2037	GOVT SECURITY	23,812	10,296
	USTN 4.5% 09/30/11	GOVT SECURITY	97,847	92,802
	USTN 4.25% 09/30/12	GOVT SECURITY	12,976	12,784
	USTN 2.75% 11/30/16	GOVT SECURITY	19,347	19,393
	ML 41 FNMA P832198 5%	GOVT SECURITY	39,205	16,019
	FNMA P933121 5.5%2038	GOVT SECURITY	49,576	24,589
	FHLMC C0 3565 4%2040	GOVT SECURITY	49,203	48,695
	FNMA 943602 5%2037	GOVT SECURITY	56,696	27,088
	USTN 4.5% 05/15/17	GOVT SECURITY	15,050	14,546
	FNMA 7252005 5% 2034	GOVT SECURITY	57,199	25,333
	ML 41 FNMA P905648 05 50%	GOVT SECURITY	69,570	34,379
	ML 41 FNMA P826305 05%2035	GOVT SECURITY	27,021	14,502
	FNMA P257160 5%2038	GOVT SECURITY	9,884	5,704
	FHLMC 5.125% 07/15/12	GOVT SECURITY	9,532	9,622
	FNMA P918244 5%2037	GOVT SECURITY	4,944	2,580
	USTN 1.375% 02/15/12	GOVT SECURITY	104,056	104,159
	USTN 1.375% 02/15/13	GOVT SECURITY	278,591	279,683
	USTN 5.125% 06/30/11	GOVT SECURITY	83,454	79,892
	USTN .75% 08/15/13	GOVT SECURITY	102,338	101,793
	USTN 4.625% 10/31/11	GOVT SECURITY	79,798	76,628
			1,414,699	1,233,232
	CORPORATE PREFERRED DEBT			
	ABBOTT LABS 5.875% 05/15/16	CORPORATE BOND	10,855	11,544
	AMERICAN EXPRESS 6.15% 08/28/1	CORPORATE BOND	14,082	15,781
	ASTRAZENECA 5.9% 09/15/17	CORPORATE BOND	15,491	17,371
	ML05241 BELL SOUTH CORP	CORPORATE BOND	9,162	9,825
	ML 41 CITIGROUP 5% 9/15/14	CORPORATE BOND	14,636	15,517
	CATERPILLAR FIN 7.15% 02/15/19	CORPORATE BOND	10,769	12,297
	COMCAST 6.3% 11/15/17	CORPORATE BOND	10,090	11,450
	CAN NATL RES 5.7% 05/15/17	CORPORATE BOND	15,247	17,102
	CREDIT SUISSE 4.875% 01/15/15	CORPORATE BOND	9,561	9,703
	CVS CAREMARK 6.25% 06/01/27	CORPORATE BOND	14,684	16,496
	DIAMLERCHRYSLER 6.5% 11/15/13	CORPORATE BOND	15,783	16,981
	EXOLON CORP 4.9% 06/15/15	CORPORATE BOND	9,580	10,664
	ML41 GEN ELC NT 4.75% 09/15/14	CORPORATE BOND	14,805	16,039
	GOLDMAN SACHS 5.125% 01/15/15	CORPORATE BOND	9,720	10,744
	HOME DEPOT 5.4% 09/15/40	CORPORATE BOND	10,786	10,682

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LACK'S VALLEY STORES, LTD
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AS OF DECEMBER 31, 2010

Plan Number: 001

SCHEDULE I

(A) See Note Below	(B) Identity of Issue	(C) Description of Investment	(D) Cost	(E) Amount
	ML 41 JP MORGAN CHASE 05/30/07	CORPORATE BOND	19,850	21,355
	KRAFT FOODS 6.5% 02/09/40	CORPORATE BOND	11,040	12,327
	ML 41 MORGAN ST. DEAN 04/01/14	CORPORATE BOND	10,030	10,240
	MARATHON OIL 6.0% 10/01/17	CORPORATE BOND	14,014	15,901
	ML 41 NEWS AMER.6.2% 12/15/34	CORPORATE BOND	9,633	10,500
	TIME WARNER 4.7% 01/15/21	CORPORATE BOND	11,600	11,200
	TIME WARNER 8.75% 02/14/19	CORPORATE BOND	14,145	17,815
	VERIZON COMMS 5.5% 02/15/18	CORPORATE BOND	10,012	10,989
	WACHOVIA BK 5.6% 03/15/16	CORPORATE BOND	10,198	10,881
	WAL-MART 5.8% 02/15/18	CORPORATE BOND	17,362	18,385
	ABBOTT LABS 5.15% 11/30/12	CORPORATE BOND	17,817	17,299
	ASTRAZENECA 5.4% 09/15/12	CORPORATE BOND	13,158	12,940
	BK OF NY MELLON 4.95% 11/01/12	CORPORATE BOND	17,751	17,167
	CITIGROUP 5.3% 10/17/12	CORPORATE BOND	9,540	9,531
	CREDIT SUISSE 6.125% 11/15/11	CORPORATE BOND	8,788	8,382
	CVS CORP 5.75% 08/15/11	CORPORATE BOND	13,915	13,403
	DIAMLERCHRYSLER 7.3% 01/15/12	CORPORATE BOND	17,742	17,000
	JOHN DERRE 7.0% 03/15/12	CORPORATE BOND	13,361	12,880
	GENERAL ELECTRIC 5.25% 10/19/1	CORPORATE BOND	17,279	17,101
	GOLDMAN SACHS 6.6% 01/15/12	CORPORATE BOND	8,832	8,460
	HOME DEPOT 5.25% 12/16/13	CORPORATE BOND	8,997	8,780
	JP MORGAN 5.6% 06/01/11	CORPORATE BOND	18,222	17,363
	KRAFT 2.625% 05/08/13	CORPORATE BOND	9,334	9,256
	MORGAN STANLEY 6.6% 04/01/12	CORPORATE BOND	8,732	8,524
	AT&T 8.125% 05/01/12	CORPORATE BOND	12,880	12,016
	UPS 4.5% 01/15/13	CORPORATE BOND	13,016	12,837
	US BANCORP 1.125% 10/30/13	CORPORATE BOND	9,014	8,913
	VERIZON 6.875% 06/15/12	CORPORATE BOND	13,653	13,005
	WELLS FARGO 5.5% 08/01/12	CORPORATE BOND	17,473	17,070
			562,639	583,716
	CASH AND CASH EQUIVALENTS			
	Cash on hand in The Plan's Custodian's Accounts		454,455.00	454,455.00

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i
SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED
AND DISPOSED OF WITHIN ONE YEAR
AS OF DECEMBER 31, 2010

SCHEDULE II

Identity of Issue	Cost	Proceeds of Disposition
GOVERNMENT SECURITIES		
USTN 5.0% 02/15/11	165,438	164,620
USTN 4.75% 03/31/11	89,737	87,982
INTEREST-GOVT SECURITY	49,967	49,979
	305,142	302,581
CORPORATE BOND		
CONOCO FUNDING 6.35% 10/15/11	17,253	17,104
	17,253	17,104
CORPORATE COMMON STOCK		
CONSTELLATION ENERGY GROUP	10,819	8,323
FREEPORT-MCCORAN CPR&GOLD	21,332	17,479
GOLDMAN SACHS GROUP INC	15,139	13,674
MCKESSON CORPORATION	9,379	8,798
DENWAY MOTORS LTD	3,806	4,947
GRIFOLS	17,825	14,629
J SAINSBURY PLC	6,788	7,411
JS GROUP CORP	8,383	7,972
LIHIR GOLD	7,072	10,555
LONZA GROUP	6,324	7,083
OVERSEA-CHINESE BANK	3,394	3,105
TREND MICRO INC	3,095	3,454
WELLSTREAM HLDGS PLC	6,617	9,600
ALTERA CORP	4,539	7,346
AMN GREETINGS CORP A	7,664	7,534
ASHLAND INC	3,316	3,243
AIRTRAN HOLDINGS INC	1,008	943
CREDICORP LTD	3,652	3,975
BELDEN INC	4,140	4,378
BECKMAN COULTER INC	4,518	4,113
GENERAL CABLE CORP	4,101	4,344
CABOT CORP	3,521	3,226
CF INDS HLDGS INC	5,773	4,794
CH ROBINSON WORLDWIDE INC	7,120	6,576
SEACOR HOLDINGS INC	1,696	1,587
CORE LAB	6,328	6,750
COMMERCIAL METALS CO	3,737	3,377
CORPORATE EXEC BOARD CO	4,494	4,216
3COM CORP	6,014	6,352
CARPENTER TECHNOLOGY	4,123	4,151
DIGITAL REALTY TR INC	9,911	10,482
DPL INC	4,103	4,094
EASTMAN CHEMICAL CO	6,963	6,998
EMCOR GROUP INC	6,531	6,580
EL PASO CORP	3,561	4,577
ESSEX PPTY TR INC	4,441	4,818
EATON VANCE CORP	2,068	1,986

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i
SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED
AND DISPOSED OF WITHIN ONE YEAR
AS OF DECEMBER 31, 2010

SCHEDULE II

Identity of Issue	Cost	Proceeds of Disposition
FOREST CITY ENTRPRS C1 A	2,750	2,596
FAIR ISAAC CORP	1,241	1,313
FLOWSERVE CORP	4,231	4,948
FOREST LABS INC	1,214	1,131
FMC TECHS INC	4,382	5,114
GLOBAL PMTS INC	7,299	6,284
WW GRAINGER INCORP	2,557	2,763
HANESBRANDS INC	5,178	4,842
H & R BLOCK INC	6,721	3,729
HEWITT ASSOCIATES INC	4,822	6,032
HRPT PROPERTIES COM BEN INT	7,355	6,779
HERSHEY COMPANY	4,082	4,712
JARDEN CORP	7,712	7,719
WILEY JOHN & SONS C1 A	4,509	4,153
LEGG MASON INC	1,668	1,655
LANDSTAR SYS INC	7,842	7,599
MIRANT CORP	2,927	2,464
NORTHEAST UTILITIES	4,745	4,664
NETFLIX COM INC	6,379	6,600
NEWFIELD EXPL CO	11,572	15,851
NII HLDGS INC CL B	3,076	3,320
ANNALY CAP MGMT INC	2,542	2,563
NSTAR	2,490	2,455
NEWELL RUBBERMAID INC	5,251	6,198
OWENS ILL INC	2,531	2,343
POTLATCH CORP	3,061	3,563
PROTECTIVE LIFE CORP	2,954	3,521
PNM RESOURCES INC	7,717	8,793
RENT A CENTER INC	10,194	9,873
REINSURANCE GROUP INC	1,856	1,771
RELIANCE STEEL & ALUMINUM CO	2,849	2,658
SMITHFILDS FOODS	2,299	2,010
SEARS HOLDINGS CORP	4,158	5,271
SIRONA DENTAL SYSTEMS INC	5,647	5,763
SARA LEE CORP	2,104	2,608
SPX CORP	1,032	1,194
SYBASE INC	2,423	3,724
TELLABS INC	5,990	4,889
TERRA INDUSTRIES INC	3,409	3,826
UGI CORP	5,400	5,354
UMB FINANCIAL CORP	5,358	5,116
VALMONT INDUSTRIES	4,368	4,462
WEST AMERICA BANCORP	5,319	5,733
WATERS CORP	3,308	3,867
WHOLE FOODS MARKET INC	3,458	4,504
AETNA INC	10,472	8,668
CONGRA FOODS INC	14,631	13,161

LACK'S VALLEY STORES, LTD
401 (K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i
SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED
AND DISPOSED OF WITHIN ONE YEAR
AS OF DECEMBER 31, 2010

SCHEDULE II

Identity of Issue	Cost	Proceeds of Disposition
KIMBERLY CLARK	25,040	26,497
METLIFE INC	10,588	8,858
MONSANTO CO	10,121	6,313
PAYCHEX INC	14,321	13,766
PFIZER INC	23,735	21,679
QUALCOMM INC	15,511	11,141
WALGREEN CO	19,245	20,201
ANDARKO PETE CORP	5,037	7,210
CITI GROUP INC	17,588	19,329
CIGNA CORP	7,076	7,443
COLGATE PALMOLIVE	10,563	10,423
EMC CORPORATION	6,714	7,220
GILEAD SCIENCES INC	11,269	8,717
HYATT HOTELS CORP	80,478	10,056
KEYCOPR	9,924	11,788
NEXTRA ENERGY INC	5,296	5,466
NEWMONT MINING CORP	16,705	18,542
NATIONAL OILWELL VARCO INC	19,442	24,690
PPL CORPORATION	6,947	7,694
SCHWAB CHARLES CORP	18,630	14,995
VALERO ENERGY CORP	7,369	6,869
UNITED STATES STEEL CORP	9,317	9,841
BRISGEPOINT EDUCATION INC	9,065	5,733
CHIQUITA BRANDS INTL INC	3,565	2,934
DSW INC	4,116	3,777
JONES APPAREL GROUP INC	7,505	6,567
NAVIGATORS GROUP INC	4,475	4,482
OFFICEMAX INC	8,993	6,231
SANDERSON FARMS INC	6,310	6,224
SHUFFLE MASTER INC	5,949	5,904
TALBOTS INC	5,911	5,574
TARGACEPT INC	4,269	4,604
	867,452	792,394
	1,189,847	1,112,079

NOTE: There were no parties-in-interest

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 01/01/2010 and ending 12/31/2010

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

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

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

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1972

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

1300 SAN PATRICIA STREET

PHARR TX 78577

2b Employer Identification Number (EIN) 74-2730084

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

2d Business code (see instructions) 442110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Randy Martin	6-23-2011	RANDY C. MARTIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Randy Martin	6-23-2011	RANDY C. MARTIN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	**3b** Administrator's EIN	
	3c Administrator's telephone number	

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	

5 Total number of participants at the beginning of the plan year	**5**	687
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**	563
b Retired or separated participants receiving benefits	**6b**	24
c Other retired or separated participants entitled to future benefits	**6c**	91
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	678
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	679
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	677
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2J 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	Insurance	(1)	Insurance
(2)	Code section 412(e)(3) insurance contracts	(2)	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	(3) [X]	Trust
(4)	General assets of the sponsor	(4)	General assets of the sponsor

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

a Pension Schedules		**b General Schedules**	
(1) [X]	**R** (Retirement Plan Information)	(1) [X]	**H** (Financial Information)
(2)	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	**I** (Financial Information – Small Plan)
		(3) ___	**A** (Insurance Information)
		(4) [X]	**C** (Service Provider Information)
(3)	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	**D** (DFE/Participating Plan Information)
		(6)	**G** (Financial Transaction Schedules)

(a)&(b)Identity/Descript. of Asset	(c)Purchase Price	(d)Selling Price	(g)Cost of Asset	(h)Value on Trans Date	(i)Net Gain or (Loss)
Robeco Sage Access Ltd					
Purchase on 2/26/10	1.00000		320,000		
Purchase on 4/28/10	1.10790		319,999		
Sale on 4/28/10		1.00000	336,380	320,000	(16,380)

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
	8,081,405	8,499,626

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line4i - Schedule of Assets (Acquired and Disposed of Within Year)			
USTN 5.0% 02/15/11	Govt Security	165,438	164,620
USTN 4.75% 03/31/11	Govt Security	89,737	87,982
Interest - govt security	Govt Security	49,967	49,979
Conoco Funding 6.35% 10/15/11	Corporate Bond	17,253	17,104
Constellation Energy Group	Common Stock	10,819	8,323
Freeport-McMoran Cpr&Gold	Common Stock	21,332	17,479
Goldman Sachs Group Inc	Common Stock	15,139	13,674
McKesson Corporation	Common Stock	9,379	8,798
Denway Motors Ltd	Common Stock	3,806	4,947
Grifols	Common Stock	17,825	14,629
J Sainsbury Plc	Common Stock	6,788	7,411
JS Group Corp	Common Stock	8,383	7,972
Lihir Gold	Common Stock	7,072	10,555
Lonza Group	Common Stock	6,324	7,083
Oversea-Chinese Bank	Common Stock	3,394	3,105
Trend Micro Inc	Common Stock	3,095	3,454
Wellstream Hldgs Plc	Common Stock	6,617	9,600
Altera Corp	Common Stock	4,539	7,346
AMN Greetings Corp A	Common Stock	7,664	7,534
Ashland Inc	Common Stock	3,316	3,243
Airtran Holdings Inc	Common Stock	1,008	943
Credicorp Ltd	Common Stock	3,652	3,975
Belden Inc	Common Stock	4,140	4,378
Beckman Coulter Inc	Common Stock	4,518	4,113
General Cable Corp	Common Stock	4,101	4,344
Cabot Corp	Common Stock	3,521	3,226
CF Inds Hldgs Inc	Common Stock	5,773	4,794
CH Robinson Worldwide Inc	Common Stock	7,120	6,576
Seacor Holdings Inc	Common Stock	1,696	1,587
Core Lab	Common Stock	6,328	6,750
Commercial Metals Co	Common Stock	3,737	3,377
Corporate Exec Board Co	Common Stock	4,494	4,216
3Com Corp	Common Stock	6,014	6,352
Carpenter Technology	Common Stock	4,123	4,151
Digital Realty Tr Inc	Common Stock	9,911	10,482
DPL Inc	Common Stock	4,103	4,094
Eastman Chemical Co	Common Stock	6,963	6,998

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Emcor Group Inc	Common Stock	6,531	6,580
El Paso Corp	Common Stock	3,561	4,577
Essex Ppty Tr inc	Common Stock	4,441	4,818
Eaton Vance Corp	Common Stock	2,068	1,986
Forest City Entrprs Cl A	Common Stock	2,750	2,596
Fair Isaac Corp	Common Stock	1,241	1,313
Flowserve Corp	Common Stock	4,231	4,948
Forest Labs Inc	Common Stock	1,214	1,131
FMC Techs Inc	Common Stock	4,382	5,114
Global Pmts Inc	Common Stock	7,299	6,284
WW Grainger Incorp	Common Stock	2,557	2,763
HanesBrands Inc	Common Stock	5,178	4,842
H & R Block Inc	Common Stock	6,721	3,729
Hewitt Associates Inc	Common Stock	4,822	6,032
HRPT Properties Com Ben Int	Common Stock	7,355	6,779
Hershey Company	Common Stock	4,082	4,712
Jarden Corp	Common Stock	7,712	7,719
Wiley John & Sons Cl A	Common Stock	4,509	4,153
Legg Mason Inc	Common Stock	1,668	1,655
Landstar Sys Inc	Common Stock	7,842	7,599
Mirant Corp	Common Stock	2,927	2,464
Northeast Utilities	Common Stock	4,745	4,664
Netflix Com Inc	Common Stock	6,379	6,600
Newfield Expl Co	Common Stock	11,572	15,851
NII Hldgs Inc Cl B	Common Stock	3,076	3,320
Annaly Cap Mgmt Inc	Common Stock	2,542	2,563
Nstar	Common Stock	2,490	2,455
Newell Rubbermaid Inc	Common Stock	5,251	6,198
Owens Ill Inc	Common Stock	2,531	2,343
Potlatch Corp	Common Stock	3,061	3,563
Protective Life Corp	Common Stock	2,954	3,521
PNM Resources Inc	Common Stock	7,717	8,793
Rent-A-Center Inc	Common Stock	10,194	9,873
Reinsurance Group Inc	Common Stock	1,856	1,771
Reliance Steel & Aluminum Co	Common Stock	2,849	2,658
Smithfilds Foods	Common Stock	2,299	2,010
Sears Holdings Corp	Common Stock	4,158	5,271
Sirona Dental Systems Inc	Common Stock	5,647	5,763
Sara Lee Corp	Common Stock	2,104	2,608
SPX Corp	Common Stock	1,032	1,194
Sybase Inc	Common Stock	2,423	3,724
Tellabs Inc	Common Stock	5,990	4,889
Terra industries Inc	Common Stock	3,409	3,826
UGI Corp	Common Stock	5,400	5,354

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
UMB Financial Corp	Common Stock	5,358	5,116
Valmont Industries	Common Stock	4,368	4,462
WestAmerica Bancorp	Common Stock	5,319	5,733
Waters Corp	Common Stock	3,308	3,867
Whole Foods Market inc	Common Stock	3,458	4,504
Aetna Inc	Common Stock	10,472	8,668
Conagra Foods Inc	Common Stock	14,631	13,161
Kimberly Clark	Common Stock	25,040	26,497
Metlife Inc	Common Stock	10,588	8,858
Monsanto Co	Common Stock	10,121	6,313
Paychex Inc	Common Stock	14,321	13,766
Pfizer Inc	Common Stock	23,735	21,679
Qualcomm Inc	Common Stock	15,511	11,141
Walgreen Co	Common Stock	19,245	20,201
Andarko Pete Corp	Common Stock	5,034	7,210
Citigroup Inc	Common Stock	17,588	19,329
Cigna Corp	Common Stock	7,076	7,443
Colgate Palmolive	Common Stock	10,563	10,423
EMC Corporation	Common Stock	6,714	7,220
Gilead Sciences Inc	Common Stock	11,269	8,717
Hyatt Hotels Corp	Common Stock	8,048	10,056
Keycorp	Common Stock	9,924	11,788
Nextera Energy Inc	Common Stock	5,296	5,466
Newmont Mining Corp	Common Stock	16,705	18,542
National Oilwell Varco Inc	Common Stock	19,442	24,690
PPL Corporation	Common Stock	6,947	7,694
Schwab Charles Corp	Common Stock	18,630	14,995
Valero Energy Corp	Common Stock	7,369	6,869
United States Steel Corp	Common Stock	9,317	9,841
Bridgepoint Education Inc	Common Stock	9,065	5,733
Chiquita Brands Intl Inc	Common Stock	3,565	2,934
DSW Inc	Common Stock	4,116	3,777
Jones Apparel Group Inc	Common Stock	7,505	6,567
Navigators Group Inc	Common Stock	4,475	4,482
Officemax Inc	Common Stock	8,993	6,231
Sanderson Farms Inc	Common Stock	6,310	6,224
Shuffle Master Inc	Common Stock	5,949	5,904
Talbots Inc	Common Stock	5,911	5,574
Targacept Inc	Common Stock	4,269	4,604

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)			
USTIN 2.375% 01/15/17	Govt Security	53,422	60,427
USTN 3.875% 02/15/13	Govt Security	21,895	21,370
USTB 4.75% 02/15/37	Govt Security	4,325	4,299
USTN 4.125% 05/15/15	Govt Security	1,070	1,101
USTN 3.125% 05/15/19	Govt Security	113,826	115,203
USTN 2.625% 06/30/14	Govt Security	30,062	30,348
FNMA 920727 5%2037	Govt Security	23,812	10,296
USTN 4.5% 09/30/11	Govt Security	97,847	92,802
USTN 4.25% 09/30/12	Govt Security	12,976	12,784
USTN 2.75% 11/30/16	Govt Security	19,347	19,393
ML 41 FNMA P832198 5%	Govt Security	39,205	16,019
FNMA P933121 5.5%2038	Govt Security	49,576	24,589
FHLMC C0 3565 4%2040	Govt Security	49,203	48,695
FNMA 943602 5%2037	Govt Security	56,696	27,088
USTN 4.5% 05/15/17	Govt Security	15,050	14,546
FNMA 725205 5% 2034	Govt Security	57,199	25,333
ML 41 FNMA P905648 05 50%	Govt Security	69,570	34,379
ML 41 FNMA P826305 05%2035	Govt Security	27,021	14,502
FNMA P257160 5%2038	Govt Security	9,884	5,704
FHLMC 5.125% 07/15/12	Govt Security	9,532	9,622
FNMA P918244 5%2037	Govt Security	4,944	2,580
Abbott Labs 5.875% 05/15/16	Corporate Bond	10,855	11,544
American Express 6.15% 08/28/1	Corporate Bond	14,082	15,781
Astrazeneca 5.9% 09/15/17	Corporate Bond	15,491	17,371
ML05241 Bell South Corp	Corporate Bond	9,162	9,825
ML 41 Citigroup 5% 9/15/14	Corporate Bond	14,636	15,517
Caterpillar Fin 7.15% 02/15/19	Corporate Bond	10,769	12,297
Comcast 6.3% 11/15/17	Corporate Bond	10,090	11,450
Can Natl Res 5.7% 05/15/17	Corporate Bond	15,247	17,102
Credit Suisse 4.875% 01/15/15	Corporate Bond	9,561	9,703
CVS Caremark 6.25% 06/01/27	Corporate Bond	14,684	16,496
Diamlerchrysler 6.5% 11/15/13	Corporate Bond	15,783	16,981
Exolon Corp 4.9% 06/15/15	Corporate Bond	9,580	10,664
ML41 Gen Elc Nt 4.75% 09/15/14	Corporate Bond	14,805	16,039
Goldman Sachs 5.125% 01/15/15	Corporate Bond	9,720	10,744
Home Depot 5.4% 09/15/40	Corporate Bond	10,786	10,682
ML 41 JP Morgan Chase 05/30/07	Corporate Bond	19,850	21,355
Kraft Foods 6.5% 02/09/40	Corporate Bond	11,040	12,327
ML 41 Morgan St. Dean 04/01/14	Corporate Bond	10,030	10,240
Marathon Oil 6.0% 10/01/17	Corporate Bond	14,014	15,901
ML 41 News Amer.6.2% 12/15/34	Corporate Bond	9,633	10,500
Time Warner 4.7% 01/15/21	Corporate Bond	11,600	11,200
Time Warner 8.75% 02/14/19	Corporate Bond	14,145	17,815

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Verizon Comms 5.5% 02/15/18	Corporate Bond	10,012	10,989
Wachovia Bk 5.6% 03/15/16	Corporate Bond	10,198	10,881
Wal-Mart 5.8% 02/15/18	Corporate Bond	17,362	18,385
USTN 1.375% 02/15/12	Govt Security	104,056	104,159
USTN 1.375% 02/15/13	Govt Security	278,591	279,683
USTN 5.125% 06/30/11	Govt Security	83,454	79,892
USTN .75% 08/15/13	Govt Security	102,338	101,793
USTN 4.625% 10/31/11	Govt Security	79,798	76,628
Abbott Labs 5.15% 11/30/12	Corporate Bond	17,817	17,299
Astrazeneca 5.4% 09/15/12	Corporate Bond	13,158	12,940
Bk of NY Mellon 4.95% 11/01/12	Corporate Bond	17,751	17,167
Citigroup 5.3% 10/17/12	Corporate Bond	9,540	9,531
Credit Suisse 6.125% 11/15/11	Corporate Bond	8,788	8,382
CVS Corp 5.75% 08/15/11	Corporate Bond	13,915	13,403
DiamlerChrysler 7.3% 01/15/12	Corporate Bond	17,742	17,000
John Derre 7.0% 03/15/12	Corporate Bond	13,361	12,880
General Electric 5.25% 10/19/1	Corporate Bond	17,279	17,101
Goldman Sachs 6.6% 01/15/12	Corporate Bond	8,832	8,460
Home Depot 5.25% 12/16/13	Corporate Bond	8,997	8,780
JP Morgan 5.6% 06/01/11	Corporate Bond	18,222	17,363
Kraft 2.625% 05/08/13	Corporate Bond	9,334	9,256
Morgan Stanley 6.6% 04/01/12	Corporate Bond	8,732	8,524
AT&T 8.125% 05/01/12	Corporate Bond	12,880	12,016
UPS 4.5% 01/15/13	Corporate Bond	13,016	12,837
US Bancorp 1.125% 10/30/13	Corporate Bond	9,014	8,913
Verizon 6.875% 06/15/12	Corporate Bond	13,653	13,005
Wells Fargo 5.5% 08/01/12	Corporate Bond	17,473	17,070
Apple Inc (49 shares)	Common Stock	4,818	15,805
Amerisourcebergen Corp (287 shares)	Common Stock	8,073	9,792
Aetna Inc (558 shares)	Common Stock	17,561	17,025
Altera Corp (256 shares)	Common Stock	8,633	9,109
Amgen Inc (383 shares)	Common Stock	20,910	21,027
Big Lots Inc (228 shares)	Common Stock	6,659	6,945
Berkshire Hathaway Inc (100 shares)	Common Stock	8,262	8,011
Citigroup Inc (3511 shares)	Common Stock	14,186	16,607
CA Inc (678 shares)	Common Stock	14,510	16,570
Cardinal Health Inc (521 shares)	Common Stock	17,103	19,960
Comcast Corp Cl A (1108 shares)	Common Stock	19,812	24,343
CMS Energy Corp (543 shares)	Common Stock	6,393	10,100
Capital One Financial (212 shares)	Common Stock	9,107	9,023
Conoco Phillips (285 shares)	Common Stock	22,896	19,409
Computer Science Corp (179 shares)	Common Stock	10,307	8,878
Cisco Systems Inc (422 shares)	Common Stock	8,552	8,537
Chevron Corp (277 shares)	Common Stock	17,392	25,276

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Dr Pepper Snapple Group (400 shares)	Common Stock	15,628	14,064
Eaton Corp (106 shares)	Common Stock	6,717	10,760
Fifth Third Bancorp (677 shares)	Common Stock	9,049	9,938
General Electric (462 shares)	Common Stock	13,881	8,450
Corning inc (703 shares)	Common Stock	11,313	13,582
Google Inc Cl A (19 shares)	Common Stock	7,363	11,285
Gap Inc (811 shares)	Common Stock	16,191	17,956
International Business Ma (62 shares)	Common Stock	6,115	9,099
Intel Corp (1144 shares)	Common Stock	19,705	24,058
International Paper Co (600 shares)	Common Stock	13,506	16,344
Johnson & Johnson (354 shares)	Common Stock	21,301	21,895
JP Morgan Chase & Co (228 shares)	Common Stock	9,472	9,672
Coca Cola (133 shares)	Common Stock	6,072	8,747
L-3 Communications Hldgs (108 shares)	Common Stock	10,638	7,613
Limited Brands Inc (624 shares)	Common Stock	16,949	19,176
Southwest Airlines Co (1076 shares)	Common Stock	15,024	13,967
Motorola Inc (1852 shares)	Common Stock	14,795	16,798
Merck & Co Inc (223 shares)	Common Stock	8,209	8,037
Marathon Oil Corp (540 shares)	Common Stock	25,210	19,996
Microsoft Corp (930 shares)	Common Stock	24,232	25,956
MeadWestVaco Corp (609 shares)	Common Stock	14,792	15,931
Nabors Industries LTd (391 shares)	Common Stock	8,074	9,173
News Corp Cl A (1108 shares)	Common Stock	14,428	16,133
Pepsico Inc (118 shares)	Common Stock	7,676	7,709
Pfizer Inc (448 shares)	Common Stock	9,873	7,845
Proctor & Gamble Co (135 shares)	Common Stock	7,019	8,685
Parkin Hannifin Corp (141 shares)	Common Stock	8,878	12,168
Quest Comm Intl Inc (2276 shares)	Common Stock	13,185	16,100
Ryder System Inc (225 shares)	Common Stock	9,476	11,844
Rowan Companies Inc (337 shares)	Common Stock	7,013	11,765
Ross Stores inc (289 shares)	Common Stock	12,873	18,279
RR Donnelley Sons (636 shares)	Common Stock	13,250	11,111
Raytheon Co (199 shares)	Common Stock	9,205	9,222
Sara Lee Corp (631 shares)	Common Stock	9,358	11,049
Sandisk Corp Inc (380 shares)	Common Stock	16,622	18,947
AT&T Inc (289 shares)	Common Stock	9,442	8,491
Target Corp (215 shares)	Common Stock	9,914	12,928
Titanium Metals Corp (708 shares)	Common Stock	12,013	12,163
TJX Cos Inc (371 shares)	Common Stock	14,085	16,469
Unitedhealth Group Inc (588 shares)	Common Stock	11,384	21,233
Unum Group (369 shares)	Common Stock	5,315	8,937
Verizon Comms (424 shares)	Common Stock	12,944	15,171
Wells Fargo & Co (246 shares)	Common Stock	6,395	7,624
Wellpoint Inc (181 shares)	Common Stock	10,768	10,292

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Williams Companies (437 shares)	Common Stock	8,417	10,803
Wal-Mart Stores Inc (173 shares)	Common Stock	9,657	9,330
Western Union Co (767 shares)	Common Stock	13,758	14,243
Exxon Mobil Corp (309 shares)	Common Stock	17,714	22,594
Anglo American Plc (940 shares)	Common Stock	17,505	24,543
Aegon (1454 shares)	Common Stock	11,590	8,913
Astellas Pharma Inc (230 shares)	Common Stock	8,683	8,643
Alstom Sa (6020 shares)	Common Stock	31,475	29,378
Allianz (1336 shares)	Common Stock	16,521	15,858
BAE Sys Plc (629 shares)	Common Stock	13,113	13,115
Banco Bilbao Vizcaya (600 shares)	Common Stock	6,817	6,102
Barclays Plc (296 shares)	Common Stock	9,773	4,890
Bluescope Steel Ltd (571 shares)	Common Stock	6,519	6,447
BP Plc (699 shares)	Common Stock	38,282	30,875
Banco Popolare Societe (1498 shares)	Common Stock	5,932	3,221
Bridgestone Corp (205 shares)	Common Stock	6,888	7,940
Buzzi Unicem (1812 shares)	Common Stock	12,785	9,875
Celesio (1848 shares)	Common Stock	8,140	9,037
Cola-Cola West Hldgs (452 shares)	Common Stock	3,950	4,099
China Mobil Ltd (171 shares)	Common Stock	8,365	8,485
Chuo Mitsui Tr Hldgs (2322 shares)	Common Stock	18,435	18,948
Crdt Agrcole (1531 shares)	Common Stock	10,597	9,753
Carrefour (2235 shares)	Common Stock	18,456	18,729
China railway Cons (288 shares)	Common Stock	4,218	5,187
Daimler (46 shares)	Common Stock	3,013	3,109
Deutsche Bk (242 shares)	Common Stock	12,958	12,596
DBS Group Hldgs (648 shares)	Common Stock	25,029	29,121
Deutsche Luft (429 shares)	Common Stock	6,741	9,335
Deutsche Tele (518 shares)	Common Stock	7,533	6,630
Daiwa House Ind Ltd (95 shares)	Common Stock	10,131	11,703
ENI S P A (312 shares)	Common Stock	16,632	13,647
European Aeronautic Def & Spac (655 shares)	Common Stock	12,833	15,360
Electricite De France (2122 shares)	Common Stock	18,115	17,613
East Japan Ry Co (2230 shares)	Common Stock	24,366	23,861
E.ON (1071 shares)	Common Stock	37,229	32,569
Ericsson LM Tel Cl B (1878 shares)	Common Stock	19,671	21,653
Esprit Holding Ltd (2399 shares)	Common Stock	27,045	22,815
Fosters Group Ltd (2746 shares)	Common Stock	13,620	15,817
Finmeccanica (4452 shares)	Common Stock	29,795	25,376
France Telecom (898 shares)	Common Stock	21,881	18,930
GameSa Corp Tecn (10654 shares)	Common Stock	24,708	17,046
GDF Suez (230 shares)	Common Stock	7,767	8,289
Glaxosmithkline (712 shares)	Common Stock	31,742	27,925
HSBC Hldg Plc (948 shares)	Common Stock	49,755	48,386

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Heineken (497 shares)	Common Stock	11,806	12,216
Home Retail Group Plc (1565 shares)	Common Stock	22,124	18,264
Hang Seng Bk Ltd (1417 shares)	Common Stock	20,389	23,366
Husqvarna (478 shares)	Common Stock	6,410	7,959
Hutchisn Whampoa (143 shares)	Common Stock	5,449	7,352
Iberdrola (508 shares)	Common Stock	16,481	15,570
Inpex Corp (250 shares)	Common Stock	14,296	14,675
INV (1286 shares)	Common Stock	11,088	13,567
KB Financial Group Inc (179 shares)	Common Stock	8,652	9,467
KAO Corp (369 shares)	Common Stock	8,317	9,922
KDDI Corp (284 shares)	Common Stock	15,995	16,304
Korea Elec Power (479 shares)	Common Stock	6,717	6,471
KT Corp (225 shares)	Common Stock	4,376	4,680
Lonmin Plc (139 shares)	Common Stock	3,232	4,277
Mediceo Paltc Hldgs (454 shares)	Common Stock	5,313	4,935
MTN Group Ltd (505 shares)	Common Stock	7,515	10,433
Mistubishi Ufj Finl Group (5124 shares)	Common Stock	37,536	27,721
Muenchener Rueck (929 shares)	Common Stock	12,824	14,037
National Australia B (1126 shares)	Common Stock	30,037	27,355
Norsk Hydro (2489 shares)	Common Stock	15,204	18,120
Nomura Hldgs Inc (1539 shares)	Common Stock	23,257	9,819
Nokia Corp (4345 shares)	Common Stock	63,579	44,840
Nippon Express Co Ltd (225 shares)	Common Stock	5,632	5,985
Nomura Resh Inst Ltd (250 shares)	Common Stock	10,080	11,040
Nintendo Ltd (232 shares)	Common Stock	7,570	8,429
Novartis (594 shares)	Common Stock	28,290	35,016
OAO Gazprom (363 shares)	Common Stock	11,367	9,235
Petroleo Bras (267 shares)	Common Stock	10,408	10,103
Panasonic Corp (910 shares)	Common Stock	12,969	12,831
Peugeot Citroens (159 shares)	Common Stock	4,689	6,058
Koninkl Phil (424 shares)	Common Stock	12,940	13,017
Petrochina Co Ltd (67 shares)	Common Stock	7,530	8,810
QBE Insurance Group (1518 shares)	Common Stock	25,100	27,810
Qinteq Group Plc (935 shares)	Common Stock	8,156	7,461
Royal Dutch Shell Plc (627 shares)	Common Stock	33,980	41,871
Rexam Plc (601 shares)	Common Stock	14,160	15,512
Roche Hldg Ltd (729 shares)	Common Stock	24,794	26,718
Ricoh Co Ltd (124 shares)	Common Stock	9,524	9,109
Rentokil Intl (496 shares)	Common Stock	5,635	3,710
Reed Elsevier (213 shares)	Common Stock	6,195	7,149
RWE (195 shares)	Common Stock	19,104	12,946
Standard Bank Group (434 shares)	Common Stock	13,201	14,352
Societe General (2463 shares)	Common Stock	30,577	26,773
Shin-Etsu Chem (486 shares)	Common Stock	24,775	26,424

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
SK Telecom (336 shares)	Common Stock	6,530	6,260
Sumitomo Mitsui (3164 shares)	Common Stock	18,509	22,496
Sanofi Aventis (945 shares)	Common Stock	35,266	30,457
Secom Co Ltd (1450 shares)	Common Stock	15,722	17,183
Seven & I Hldgs Co (536 shares)	Common Stock	24,831	28,606
Teva Pharmaceutical Inds (386 shares)	Common Stock	19,835	20,122
Toyoda Gosei Co Ltd (234 shares)	Common Stock	11,533	10,881
Toyota Motor Corp (310 shares)	Common Stock	30,698	24,375
Telenorte Les Part (378 shares)	Common Stock	5,644	5,557
Tokyo Electron Ltd (72 shares)	Common Stock	8,670	9,026
Total (753 shares)	Common Stock	42,993	40,270
Tesco Plc (400 shares)	Common Stock	7,522	8,072
UBS (1301 shares)	Common Stock	27,023	21,428
Unipol Gruppo (26549 shares)	Common Stock	13,098	6,106
Unilever (903 shares)	Common Stock	23,058	27,885
United Microelect (3849 shares)	Common Stock	12,035	12,163
United Overseas Bank (589 shares)	Common Stock	15,658	16,704
Vivendi (746 shares)	Common Stock	18,725	20,194
Vodafone Grp (692 shares)	Common Stock	13,844	18,297
Yamato Hldgs Co Ltd (502 shares)	Common Stock	19,298	21,255
Acxiom Corp (365 shares)	Common Stock	5,690	6,260
American Finl Grp Hldgs (481 shares)	Common Stock	11,202	15,532
AMR Corp (1124 shares)	Common Stock	7,197	8,756
Aeropostale Inc (328 shares)	Common Stock	10,247	8,082
Arrow Electronics (259 shares)	Common Stock	7,009	8,871
Atmel Corp (785 shares)	Common Stock	8,466	9,671
Atmos Energy Corp (64 shares)	Common Stock	1,768	1,997
Bio Rad Labs Cl A (98 shares)	Common Stock	8,602	10,177
BMC Software Inc (227 shares)	Common Stock	8,635	10,701
Bank Hawaii Corp (136 shares)	Common Stock	6,183	6,421
Broadridge Finl Solutions Inc (317 shares)	Common Stock	6,806	6,952
Cubist Pharmaceuticals (309 shares)	Common Stock	6,785	6,613
Crown Holdings Inc (113 shares)	Common Stock	2,932	3,772
Cullen Frost Bkrs (187 shares)	Common Stock	10,459	11,429
Church & Dwight Co Inc (37 shares)	Common Stock	2,620	2,554
Chimera Investment Corp (1444 shares)	Common Stock	5,877	5,935
Celestica (715 shares)	Common Stock	7,534	6,936
Centerpoint Energy Inc (618 shares)	Common Stock	8,952	9,715
Crane Co (221 shares)	Common Stock	7,648	9,077
Computer Science Corp (127 shares)	Common Stock	6,736	6,299
Carlisle Cos Inc (97 shares)	Common Stock	3,471	3,855
Commonwealth Reit (265 shares)	Common Stock	6,779	6,760
Community Health Sys (70 shares)	Common Stock	2,415	2,616
Dillards Inc (430 shares)	Common Stock	10,204	16,314

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Del Monte Foods Co (403 shares)	Common Stock	5,290	7,576
Dollar Tree Stores inc (76 shares)	Common Stock	4,187	4,262
Deluxe Corporation (241 shares)	Common Stock	4,837	5,548
Amdocs Ltd (273 shares)	Common Stock	7,337	7,499
Brinker Intl Inc (388 shares)	Common Stock	7,636	8,101
Equity Lifestyles Ppts Inc (222 shares)	Common Stock	11,533	12,417
Endo Pharmaceuticals Hldgs (89 shares)	Common Stock	1,606	3,178
ITT Educational Svcs (32 shares)	Common Stock	3,114	2,038
Expedia Inc (104 shares)	Common Stock	2,291	2,609
CGI Group Inc (396 shares)	Common Stock	6,047	6,835
Hansen Natural Corp (159 shares)	Common Stock	7,301	8,313
Herbalife Ltd (83 shares)	Common Stock	5,741	5,675
Hologic Inc (359 shares)	Common Stock	5,959	6,756
Hospitality Pptys Trust Reit (476 shares)	Common Stock	10,365	10,967
Jabil Circuit Inc (455 shares)	Common Stock	7,043	9,141
Joy Global Inc (191 shares)	Common Stock	6,874	16,569
Lennar Corp (326 shares)	Common Stock	5,058	6,113
Liberty Media Corp Starz Ser A (98 shares)	Common Stock	5,375	6,515
Lubrizol Corp (136 shares)	Common Stock	10,226	14,536
Magellan Health Services Inc (296 shares)	Common Stock	12,513	13,995
Medicis Pharms Cl A (170 shares)	Common Stock	4,048	4,554
Minerals Technologies (124 shares)	Common Stock	7,086	8,111
Meawestvaco Corp (97 shares)	Common Stock	2,423	2,538
Nisource Inc (534 shares)	Common Stock	8,126	9,409
NRG Energy Inc (189 shares)	Common Stock	3,975	3,693
Neustar Inc Cl A (210 shares)	Common Stock	5,430	5,471
Nu Skin Enterprise (105 shares)	Common Stock	2,952	3,177
New York Cmnty Bancorp (290 shares)	Common Stock	4,240	5,467
Oil Sts Intl Inc (64 shares)	Common Stock	2,991	4,102
Oneok Inc (56 shares)	Common Stock	2,506	3,106
Oshkosh Corporation (217 shares)	Common Stock	7,343	7,647
Peoples United Finl Inc (553 shares)	Common Stock	8,665	7,748
Petsmart Inc (200 shares)	Common Stock	6,543	7,964
PS Business Parks Inc (58 shares)	Common Stock	3,366	3,232
Patterson Uti Energy Inc (260 shares)	Common Stock	3,781	5,603
Ryder System Inc (92 shares)	Common Stock	4,193	4,843
RF Micro Devices Inc (948 shares)	Common Stock	7,021	6,968
Raymond James Finl Inc (336 shares)	Common Stock	8,819	10,987
Rock Tenn Co Cl A (59 shares)	Common Stock	3,247	3,183
Ross Stores Inc (84 shares)	Common Stock	3,928	5,313
Echostar Corp (95 shares)	Common Stock	1,904	2,372
Service Corp Intl (608 shares)	Common Stock	4,760	5,016
SEI Invt Co (231 shares)	Common Stock	5,387	5,496
Shaw Group Inc (340 shares)	Common Stock	11,445	11,638

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Sandisk Corp Inc (107 shares)	Common Stock	4,232	5,335
Synopsys Inc (91 shares)	Common Stock	2,113	2,449
Superior Energy Services Inc (176 shares)	Common Stock	5,063	6,158
Sowest Gas Corp (111 shares)	Common Stock	3,600	4,070
Telephone&Data Sys (118 shares)	Common Stock	3,769	4,313
Teekay Corp (166 shares)	Common Stock	3,962	5,491
Timkin Company (245 shares)	Common Stock	9,486	11,694
Thomas & Betts Corp (68 shares)	Common Stock	2,705	3,284
Transatlantic Hldgs Inc (43 shares)	Common Stock	2,120	2,220
Valspar Corp (149 shares)	Common Stock	4,612	5,138
Western Digital Corp (58 shares)	Common Stock	2,342	1,966
Waddell & Reed Finl (51 shares)	Common Stock	1,649	1,800
Williams Sonoma Inc (197 shares)	Common Stock	3,775	7,031
Cimarex Energy Co (135 shares)	Common Stock	12,209	11,952
Apple Inc (234 shares)	Common Stock	26,597	75,479
Adobe Sys (482 shares)	Common Stock	13,987	14,836
Allergan Inc (264 shares)	Common Stock	16,930	18,129
Amgen Inc (238 shares)	Common Stock	13,040	13,066
American Tower Corp (484 shares)	Common Stock	20,335	24,994
Amazon Com Inc (200 shares)	Common Stock	15,044	36,000
Allegheny Tech Inc (469 shares)	Common Stock	23,347	25,879
Boeing Company (363 shares)	Common Stock	23,644	23,689
Borg Warner Inc (225 shares)	Common Stock	9,922	16,281
Cameron Intl Corp (277 shares)	Common Stock	10,619	14,052
Caterpillar Inc (212 shares)	Common Stock	14,701	19,856
Celgene Corp (297 shares)	Common Stock	18,006	17,565
Check Point Software Tech (438 shares)	Common Stock	14,651	20,262
Colgate Palmolive (144 shares)	Common Stock	11,598	11,573
CME group Inc (38 shares)	Common Stock	11,562	12,227
Cummins Inc (221 shares)	Common Stock	10,328	24,312
Canadian Natural Resource (607 shares)	Common Stock	26,000	26,963
Coach Inc (212 shares)	Common Stock	7,412	11,726
Rockwell Collins Inc (316 shares)	Common Stock	19,808	18,410
Covidien Plc (262 shares)	Common Stock	13,112	11,963
Salesforce Com Inc (152 shares)	Common Stock	13,491	20,064
ML 46 Cisco Systems Inc. (616 shares)	Common Stock	13,414	12,462
CTrip.com Intl Ltd (234 shares)	Common Stock	10,989	9,465
Citrix Systems Inc (514 shares)	Common Stock	23,562	35,163
ML 46 DHR Danaher Corp (278 shares)	Common Stock	14,392	13,113
Denbury Res Inc (325 shares)	Common Stock	5,206	6,204
EMC Corp (752 shares)	Common Stock	10,142	17,221
Emerson Electric Co (235 shares)	Common Stock	8,443	13,435
EOG Resources Inc (159 shares)	Common Stock	15,986	14,534
Express Scripts Inc (216 shares)	Common Stock	11,535	11,675

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Freeport-Mcmran Cpr & Gol (373 shares)	Common Stock	35,128	44,794
F5 Networks Inc (69 shares)	Common Stock	6,058	8,981
Corning Inc (798 shares)	Common Stock	14,123	15,417
Juniper Networks Inc (320 shares)	Common Stock	11,173	11,814
JP Morgan Chase & Co (284 shares)	Common Stock	9,035	12,047
Nordstrom Inc (287 shares)	Common Stock	10,148	12,163
Coca Cola (510 shares)	Common Stock	28,245	33,543
Laboratory Corp Amer Hldg (128 shares)	Common Stock	9,908	11,254
McDonalds Corp (274 shares)	Common Stock	18,534	21,032
Mead Johnson Nutrition Co (264 shares)	Common Stock	11,554	16,434
3m Company (251 shares)	Common Stock	20,086	21,661
Netflix Inc (166 shares)	Common Stock	21,915	29,166
Netapp Inc (306 shares)	Common Stock	15,054	16,818
Oracle Corp (1436 shares)	Common Stock	35,984	44,947
Priceline Inc (46 shares)	Common Stock	9,793	18,379
Precision Castparts (155 shares)	Common Stock	19,306	21,578
Procter & Gamble Co (280 shares)	Common Stock	14,701	18,012
Potash Corp (118 shares)	Common Stock	16,543	18,270
Range Resources Corp (211 shares)	Common Stock	12,057	9,491
Starbucks Corp (677 shares)	Common Stock	18,157	21,752
Schlumberger Ltd (212 shares)	Common Stock	14,924	17,702
Sandisk Corp Inc (240 shares)	Common Stock	11,541	11,966
Southwestern Energy Co (210 shares)	Common Stock	10,193	7,860
Target Corp (284 shares)	Common Stock	14,334	17,077
Texas Instruments (381 shares)	Common Stock	10,372	12,383
United Health Group Inc (572 shares)	Common Stock	19,180	20,655
United Techs Corp (141 shares)	Common Stock	7,636	11,100
Visa Inc Cl A (183 shares)	Common Stock	11,602	12,880
VF Corporation (162 shares)	Common Stock	13,194	13,961
Abbott Labs (519 shares)	Common Stock	27,330	24,865
Ace Limited (108 shares)	Common Stock	6,365	6,723
Accenture Plc (863 shares)	Common Stock	39,364	41,847
AON Corp (283 shares)	Common Stock	11,157	13,021
Apache Corp (198 shares)	Common Stock	19,484	23,608
Air Products & Chem (150 shares)	Common Stock	12,415	13,643
Becton Dickinson Co (135 shares)	Common Stock	10,095	11,410
Bank of New York Mellon C (1265 shares)	Common Stock	45,404	38,203
Chubb Corp (299 shares)	Common Stock	16,871	17,832
Chevron Corp (465 shares)	Common Stock	35,605	42,431
Diageo Plc (267 shares)	Common Stock	18,919	19,846
Disney Co (409 shares)	Common Stock	14,170	15,342
Eaton Corp (3 shares)	Common Stock	171	196
General Mills (673 shares)	Common Stock	24,756	23,952
Goldman Sachs Group Inc (220 shares)	Common Stock	26,689	36,995

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Hasbro Inc (368 shares)	Common Stock	16,820	17,362
Hess Corp (309 shares)	Common Stock	20,685	23,651
Honeywell Intl Inc (361 shares)	Common Stock	16,525	19,191
Intl Business Machines Corp (223 shares)	Common Stock	31,181	32,728
Intel Corp (999 shares)	Common Stock	18,162	21,009
Johnson Controls Inc (344 shares)	Common Stock	12,051	13,141
Johnson & Johnson (555 shares)	Common Stock	34,775	34,327
JP Morgan Chase & Co (764 shares)	Common Stock	25,203	32,409
Lockheed Martin Corp (596 shares)	Common Stock	42,704	41,666
Mastercard Inc (53 shares)	Common Stock	11,812	11,878
McDonald's Corp (139 shares)	Common Stock	10,915	10,670
Medtronic Inc (671 shares)	Common Stock	22,479	24,887
Metlife Inc (729 shares)	Common Stock	26,958	32,397
3M Company (167 shares)	Common Stock	14,904	14,412
Noble Corp (335 shares)	Common Stock	11,459	11,983
Northrop Grumman corp (399 shares)	Common Stock	24,913	25,847
Nestle (270 shares)	Common Stock	14,712	15,881
Oracle Corp (1147 shares)	Common Stock	30,431	35,901
PG&E Corp (488 shares)	Common Stock	21,997	23,346
Pub Svc Enterprise Group (247 shares)	Common Stock	8,291	7,857
Pepsico Inc (218 shares)	Common Stock	13,638	14,242
Pfizer Inc (1399 shares)	Common Stock	24,482	24,497
Phillip Morris Intl Inc (901 shares)	Common Stock	51,101	52,736
PPG Industries Inc (224 shares)	Common Stock	16,872	18,832
Prudential Financial Inc (409 shares)	Common Stock	22,119	24,012
Praxair Inc (30 shares)	Common Stock	1,343	2,280
St Jude Medical Inc (625 shares)	Common Stock	25,144	26,719
Stanley Black & Decker Inc (206 shares)	Common Stock	12,925	13,775
AT&T Inc (1185 shares)	Common Stock	30,229	34,815
Travelers Cos Inc (400 shares)	Common Stock	21,144	22,284
United Techs Corp (383 shares)	Common Stock	28,539	30,150
Vodafone Group Plc (509 shares)	Common Stock	13,187	13,458
Walgreen Co (322 shares)	Common Stock	11,141	12,545
Wells Fargo & Co (902 shares)	Common Stock	25,353	27,953
Exxon Mobil Corp (342 shares)	Common Stock	22,175	25,007
Acacia Resh Corp (133 shares)	Common Stock	1,822	3,450
Advent Software Inc (98 shares)	Common Stock	2,838	5,676
Affymetrix Inc (386 shares)	Common Stock	1,881	1,942
Air Methods Corp (78 shares)	Common Stock	3,195	4,389
Applied Industrial Tech (151 shares)	Common Stock	4,335	4,905
Align Tech Inc (291 shares)	Common Stock	5,377	5,686
Alterra Capital Holdings Ltd (317 shares)	Common Stock	6,592	6,860
Ansys Inc (111 shares)	Common Stock	4,025	5,780
Arvinmeritor Inc (202 shares)	Common Stock	3,917	4,145

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Artio Global Invs Inc (133 shares)	Common Stock	2,348	1,962
Astec Industries Inc (114 shares)	Common Stock	3,543	3,695
Sotheby's (183 shares)	Common Stock	5,345	8,235
Bio Rad Labs Cl A (52 shares)	Common Stock	4,744	5,400
Boise Inc (529 shares)	Common Stock	3,328	4,195
Cmnty Bank Sys Inc (329 shares)	Common Stock	6,675	9,136
Clean Harbors Inc (68 shares)	Common Stock	4,790	5,717
Calamos Asset Mgmt Inc (215 shares)	Common Stock	3,196	3,010
Comtech Telcomm Corp (92 shares)	Common Stock	4,144	2,554
Centene Corp (115 shares)	Common Stock	2,271	2,914
Columbia Banking Sys Inc (307 shares)	Common Stock	5,784	6,465
Crane Co (65 shares)	Common Stock	2,592	2,670
CSG Systems intl Inc (270 shares)	Common Stock	5,581	5,114
Coinstar Inc (31 shares)	Common Stock	1,920	1,750
Cooper Tire Rubber (359 shares)	Common Stock	7,838	8,465
Commvault Sys Inc (222 shares)	Common Stock	4,411	6,354
Daktronics Inc (331 shares)	Common Stock	3,398	5,270
Dillards Inc (142 shares)	Common Stock	3,014	5,388
Deckers Outdoors Corp (112 shares)	Common Stock	5,190	8,931
Delphi Financial Group (343 shares)	Common Stock	7,356	9,892
Diamond Foods Inc (53 shares)	Common Stock	2,609	2,819
Equity Lifestyles Pptys I (138 shares)	Common Stock	5,289	7,718
Esterline Technologies Co (118 shares)	Common Stock	4,821	8,094
1st Financial Bancorp (246 shares)	Common Stock	3,179	4,546
Fossil Inc (121 shares)	Common Stock	4,025	8,528
Geoyeye Inc (169 shares)	Common Stock	3,289	7,164
Geron Corp (303 shares)	Common Stock	1,885	1,572
Genco Shipping & Trading Ltd (420 shares)	Common Stock	9,324	6,048
Graphtech Intl Ltd (464 shares)	Common Stock	5,961	9,206
Genesee & Wyom (184 shares)	Common Stock	7,631	9,743
Hawaiian Hldgs Inc (695 shares)	Common Stock	4,691	5,449
HealthSouth Corp (458 shares)	Common Stock	7,040	9,485
Home Properties Inc (105 shares)	Common Stock	5,218	5,826
Hornbeck Offshore Svcs Inc (189 shares)	Common Stock	3,272	3,946
Interdigital Inc (116 shares)	Common Stock	2,862	4,830
Incyte Corporation (219 shares)	Common Stock	3,769	3,627
World Fuel Services Corp (81 shares)	Common Stock	1,856	2,296
Inland Real Estate Corp (399 shares)	Common Stock	3,518	3,511
Jakks Pacific Inc (309 shares)	Common Stock	5,901	5,630
Kaydon Corp (56 shares)	Common Stock	1,962	2,280
LaSalle Hotel Pptys (286 shares)	Common Stock	6,016	7,550
Liz Claiborne Inc (648 shares)	Common Stock	3,540	4,640
Mid America Apt Cmntys (84 shares)	Common Stock	5,188	5,333
Manhattan Assocs Inc (138 shares)	Common Stock	3,293	4,215

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Masimo Corp (270 shares)	Common Stock	7,560	7,849
Medifast Inc (75 shares)	Common Stock	2,131	2,166
Maximus Inc (97 shares)	Common Stock	5,556	6,361
Meritage Homes Corp (238 shares)	Common Stock	4,470	5,284
Vail Resorts Inc (100 shares)	Common Stock	4,130	5,204
Minerals Technologies (148 shares)	Common Stock	7,999	9,681
Nabi Biopharmaceuticals (547 shares)	Common Stock	3,238	3,167
Nordson Corp (45 shares)	Common Stock	3,073	4,135
Noranda Alum Hldg Corp (239 shares)	Common Stock	2,997	3,489
Owens & Minor Inc (186 shares)	Common Stock	5,368	5,474
On Semiconductor Corp (618 shares)	Common Stock	5,463	6,106
Orbital Sciences Corp (151 shares)	Common Stock	2,595	2,587
Verifone Holdings Inc (184 shares)	Common Stock	2,728	7,095
Prestige Brands Hldg Inc (546 shares)	Common Stock	4,295	6,525
PDL Biopharma Inc (549 shares)	Common Stock	3,501	3,420
Parkway Properties Inc (302 shares)	Common Stock	4,770	5,291
Plantronics Inc (314 shares)	Common Stock	8,063	11,687
Portland Gen Electric Co (226 shares)	Common Stock	4,602	4,904
Petroquest Energy Inc (511 shares)	Common Stock	3,771	3,848
Primerica Inc (223 shares)	Common Stock	4,837	5,408
PS Business Parks Inc (115 shares)	Common Stock	5,666	6,408
Power-One Inc (499 shares)	Common Stock	5,359	5,090
Rackspace Hosting Inc (268 shares)	Common Stock	2,950	8,418
Rock Tenn Co Cl A (68 shares)	Common Stock	2,854	3,669
Rosetta Resources Inc (188 shares)	Common Stock	1,682	7,076
Ramco-Gershenson Property (284 shares)	Common Stock	3,152	3,536
Stone Energy Corp (347 shares)	Common Stock	6,189	7,735
Silicon Image Inc (756 shares)	Common Stock	4,904	5,557
Solutia Inc (271 shares)	Common Stock	2,774	6,255
Steris Corp (113 shares)	Common Stock	3,796	3,512
Tempur Pedic Intl Inc (190 shares)	Common Stock	2,181	7,611
Tower Group Inc (255 shares)	Common Stock	5,382	6,528
UIL Hldg Corp (238 shares)	Common Stock	6,185	7,131
UMB Financial Corp (106 shares)	Common Stock	3,836	4,393
Umpqua Holdings Corp (520 shares)	Common Stock	6,552	6,334
Vernetx Hldg Corp (170 shares)	Common Stock	1,568	2,525
Westlake Chem Corp (170 shares)	Common Stock	3,614	7,390
Whitig Petroleum Corp (33 shares)	Common Stock	3,140	3,867
W & T Offshore Inc (354 shares)	Common Stock	5,690	6,326
Wright Express Corp (157 shares)	Common Stock	3,984	7,222
ML Winton FuturesAccess LLC		159,999	179,212
Paulson Advantage Access II		319,999	321,131
Robeco Sage Access Ltd		303,619	325,198
Rounding adjustment			-24

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
	8,081,405	8,499,626

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line4i - Schedule of Assets (Acquired and Disposed of Within Year)			
USTN 5.0% 02/15/11	Govt Security	165,438	164,620
USTN 4.75% 03/31/11	Govt Security	89,737	87,982
Interest - govt security	Govt Security	49,967	49,979
Conoco Funding 6.35% 10/15/11	Corporate Bond	17,253	17,104
Constellation Energy Group	Common Stock	10,819	8,323
Freeport-McMoran Cpr&Gold	Common Stock	21,332	17,479
Goldman Sachs Group Inc	Common Stock	15,139	13,674
McKesson Corporation	Common Stock	9,379	8,798
Denway Motors Ltd	Common Stock	3,806	4,947
Grifols	Common Stock	17,825	14,629
J Sainsbury Plc	Common Stock	6,788	7,411
JS Group Corp	Common Stock	8,383	7,972
Lihir Gold	Common Stock	7,072	10,555
Lonza Group	Common Stock	6,324	7,083
Oversea-Chinese Bank	Common Stock	3,394	3,105
Trend Micro Inc	Common Stock	3,095	3,454
Wellstream Hldgs Plc	Common Stock	6,617	9,600
Altera Corp	Common Stock	4,539	7,346
AMN Greetings Corp A	Common Stock	7,664	7,534
Ashland Inc	Common Stock	3,316	3,243
Airtran Holdings Inc	Common Stock	1,008	943
Credicorp Ltd	Common Stock	3,652	3,975
Belden Inc	Common Stock	4,140	4,378
Beckman Coulter Inc	Common Stock	4,518	4,113
General Cable Corp	Common Stock	4,101	4,344
Cabot Corp	Common Stock	3,521	3,226
CF Inds Hldgs Inc	Common Stock	5,773	4,794
CH Robinson Worldwide Inc	Common Stock	7,120	6,576
Seacor Holdings Inc	Common Stock	1,696	1,587
Core Lab	Common Stock	6,328	6,750
Commercial Metals Co	Common Stock	3,737	3,377
Corporate Exec Board Co	Common Stock	4,494	4,216
3Com Corp	Common Stock	6,014	6,352
Carpenter Technology	Common Stock	4,123	4,151
Digital Realty Tr Inc	Common Stock	9,911	10,482
DPL Inc	Common Stock	4,103	4,094
Eastman Chemical Co	Common Stock	6,963	6,998