Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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
MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1985

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
MARHSALL & STEVENS INCORPORATED

355 SOUTH GRAND AVENUE, SUITE 1750
LOS ANGELES, CA 90017

2b Employer Identification Number (EIN) 36-2919252

2c Sponsor's telephone number 213-612-8000

2d Business code (see instructions) 541990

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.	03/11/2013	SANTARSIERO, MARK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	03/11/2013	SANTARSIERO, MARK
	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")
MARHSALL & STEVENS INCORPORATED

355 SOUTH GRAND AVENUE, SUITE 1750
LOS ANGELES, CA 90017

3b Administrator's EIN
36-2919252

3c Administrator's telephone number
213-612-8000

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**	121
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**	58
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	47
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	105
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	105
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	92
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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 2F 2G 2J 2R 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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
MARHSALL & STEVENS INCORPORATED

D Employer Identification Number (EIN)
36-2919252

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

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

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY U.S.A.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	01-0233346	94	01/01/2009	12/31/2009

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
3814	7664

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

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

UBS FINANCIAL SERVICES INC.
CO CENTRAL CK DEP INC
1000 HARBOR BLVD., 8TH FLOOR
LOS ANGELES, CA 90017

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3814		BROKER COMMISSION	3

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

QBI, LLC
21021 VENTURA BLVD.
SUITE 100
WOODLAND HILLS, CA 91364

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	5496	TPA FEES	5

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

QBI, LLC
21021 VENTURA BLVD.
SUITE 100
WOODLAND HILLS, CA 91364

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	2130	TPA COMPENSATION	5

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

QBI, LLC
21021 VENTURA BLVD.
SUITE 100
WOODLAND HILLS, CA 91364

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	38	OTHER ALLOWANCES	5

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	4110761

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARHSALL & STEVENS INCORPORATED

D Employer Identification Number (EIN)
36-2919252

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)

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

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

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

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

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

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

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

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

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

(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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MARHSALL & STEVENS INCORPORATED

D Employer Identification Number (EIN)
36-2919252

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFECYCLE 2045

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	3163

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFECYCLE 2035

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	174

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFECYCLE 2030

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	1374

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFECYCLE 2025

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	56671

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFECYCLE 2020

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	8007

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFECYCLE 2015

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	2397

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFECYCLE 2010

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	62354

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	77695
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	386892
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	624699
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	53981
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	148370
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MARKET			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	205837
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCIENCE & TECHNOLOGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	84116
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VISTA			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	58164
a Name of MTIA, CCT, PSA, or 103-12 IE: AIM SMALL CAP GROWTH			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	17848
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	38897

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	53511
a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT TERM FEDERAL			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	104536
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	249595
a Name of MTIA, CCT, PSA, or 103-12 IE: LM WESTERN ASSET GLB HIGH YIELD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	57737
a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY NARKET FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	696249
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	154626
a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	62201
a Name of MTIA, CCT, PSA, or 103-12 IE: RUROPACIFIC GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	98079
a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA VALUE & RESTRUCTURING			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	119514
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN BALANCE SHEET			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	40222

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 172204

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2169

a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 212078

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC.

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107444

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 136714

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARHSALL & STEVENS INCORPORATED

D Employer Identification Number (EIN)
36-2919252

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	71171	62788
(2) Participant contributions	1b(2)	5845	207572
(3) Other	1b(3)	0	105000
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(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)	0	0
(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)	117824	131707
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	3498589	4110761
(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)	76186	93353
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	1347500	1107500
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	5117115	5818681
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	5117115	5818681

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)	72496	
	(B) Participants	2a(1)(B)	368664	
	(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)		441160
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	10140	
	(F) Other	2b(1)(F)	2291	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12431
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(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)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		909968
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-35000
c Other income	2c		17168
d Total income. Add all **income** amounts in column (b) and enter total	2d		1345727
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	625039	
(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)		625039
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	5496	
(3) Investment advisory and management fees	2i(3)	13626	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		19122
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		644161
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		701566
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: LEHMAN NEWMAN FLYNN VOLLARO P.C. (2) EIN: 13-4037143

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		397029
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		1000000
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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARHSALL & STEVENS INCORPORATED

D Employer Identification Number (EIN)
36-2919252

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): 01-0233346

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):

MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN

REPORT ON FINANCIAL STATEMENTS
(WITH SUPPLEMENTAL INFORMATION)

DECEMBER 31, 2009 AND 2008

LEHMAN NEWMAN FLYNN VOLLARO P.C.
CERTIFIED PUBLIC ACCOUNTANTS

MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN
FINANCIAL STATMENTS
DECEMBER 31, 2009 AND 2008

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LEHMAN NEWMAN FLYNN VOLLARO P.C.

CERTIFIED PUBLIC ACCOUNTANTS
14 PENN PLAZA
SUITE 2220
NEW YORK, NEW YORK 10122

MARTIN M. LEHMAN, CPA
BARRY NEWMAN, CPA
SCOTT P. FLYNN, CPA
LAWRENCE A. VOLLARO, CPA

TEL: (212) 736-2220
FAX: (212) 736-8018
WEB: www.LNFcpa.com
Members:
American Institute of CPA's
New York State Society of CPA's

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Marshall & Stevens, Inc. Investment Savings Plan

We were engaged to audit the financial statements of Marshall & Stevens, Inc. Investment Savings Plan as of December 31, 2009 and for the year end ended. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2008, were audited by other auditors. As permitted by 29 FR 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by John Hancock Life Insurance Company, the trustee of the Plan. Their report, dated May 31, 2011, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not express an opinion on the financial statements takes as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4 which was certified by John Hancock Life Insurance Company, the trustee of the plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets (excluding mutual funds equity securities and cash aggregating $93,353 and $76,186 as of December 31, 2009 and 2008 respectively; and Employer Common Stock aggregating $1,107,500 and $1,347,500 as of December 31, 2009 and 2008, respectively, which were held in separate self-directed trusts) and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009 that the information provided to the plan administrator by the trust is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statement but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The form and content of the information included in the 2009 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Lehman Newman Flynn Vollaro

New York, NY
February 26, 2013

MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN
PROFIT SHARING TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFTIS
DECEMBER 31,

ASSETS

	2009	2008
Investments, at fair value:		
Pooled separate accounts	$4,110,761	$3,498,589
Employer stock	1,107,500	1,347,500
Other investments	93,353	76,186
Participant loans	131,707	117,824
Total investments	5,443,321	5,040,099
Receivables:		
Participant contributions receivable	207,572	5,845
Employer contributions receivable	62,788	71,171
Due from employer	105,000	-
Total receivables	375,360	77,016
Net assets available for benefits	$5,818,681	$5,117,115

See accompanying notes.

MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFTIS
DECEMBER 31, 2009

Additions		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of pooled separate accounts	$ 909,968	
Realized and unrealized loss in fair value of employer stock	(35,000)	
Net appreciation in fair value of other investments	17,168	
Interest on participant loans	10,140	902,276
Contributions from participants - salary deferrals		368,664
Contributions from employer		72,496
Other income		2,291
Total additions		1,345,727
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	625,039	
Administration fees and miscellaneous expenses	19,122	644,161
Net increase		701,566
Net assets available for benefits:		
Beginning of year		5,117,115
End of year		$5,518,681

See accompanying notes.

NOTE 1 – DESCRIPTION OF THE PLAN

The following brief description of the Marshall & Stevens, Inc. Investment Savings Plan (the "Plan") is provided for general information purposes only. The Plan agreement should be referred to for a more complete description of the Plans provisions.

General

The Plan, adopted as of November 1, 1985, is a defined contribution Plan covering substantially all employees of Marshall & Stevens, Inc. a Delaware corporation (the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (the "ERISA").

Eligibility

Employees who have attained 21 years of age and have completed at least 3 months of service are eligible to participate in the Plan and receive Employers matching and profit sharing contributions. Employees can enter the Plan on the first day of each calendar quarter (January 1, April 1, July 1 and October 1) following satisfaction of eligibility requirements.

Contributions

Each year participants may contribute a certain percentage of their pre-tax annual compensation as defined in the Plan up to an amount as provided annually by the Internal Revenue Service. Participants who have attained age 50 before the end of the Plan year are also eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified benefit Plans. The employer may match, as its discretion, a fixed amount or a set percentage of each eligible employee's contribution as determined by its board of directors. Additional amounts including a profit sharing contribution may also be contributed at the option of the Employee. For 2009 and 2008 the employer matched 30% of participant salary deferrals subject to a maximum deferral of 6% of compensation. The Employer contributions for the years 2009 and 2008 aggregated $72,496 and $87,018, respectively. The Employer failed to deposit 2009 matching contributions to the Plan trustee in a timely manner as defined by ERISA.

Participant Accounts

Each participant's account is credited with the participant's allocations of (a) the Employer's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Employee contributions and related earnings are vested at 100 percent for a participant after three years of completed service with no vesting rights for the first two years of service.

NOTE 1 – DESCRIPTION OF THE PLAN - continued

Payment of Benefits and Forfeited Accounts

A participant's Plan benefits will be distributed at retirement, death, disability or upon termination of employment. Normal retirement age is 65 years. The Plan does not permit early retirement. Participants may elect to receive either a lump-sum amount equal to the value of the participant's vested balance in his or her account, or annual installments over a period of time. The benefits will be paid to the participant or beneficiary in accordance with the provisions of the Plan.

That portion of an employee's interest, which is not vested upon the employee's break in service, is forfeited. The non-vested forfeited balances can be used to reduce Employer matching contributions or used to pay for administrative expenses of the Plan or can be reallocated as of the end of the Plan year to participants in the same manner as Employer's contributions. During 2009 the Employer invested $20,000 of the forfeiture monies in Employer stock. At December 31, 2009 the balance in the forfeited non-vested accounts was $3,242. The balance in the forfeited non-vested accounts at December 31, 2008 was $18,688.

Participant Loans

Participants may borrow from their fund accounts up to 50 percent of their total vested balance, subject to a minimum of $1,000 and a maximum amount of $50,000. The loans are secured by the vested balance in the participant's account. The Plan provisions require a reasonable interest rate to be charged on the loans and principal and interest to be paid ratably through regular payroll deductions. At December 31, 2009 and 2008 the outstanding participant loan balances were $131,707 and $117,824, respectively. Interest rates on the loans range from 5.25% to 10.25% and the loans mature between November 2010 and September 2020.

Tax Status

The Plan is based on a volume submitter profit sharing 401(K) Plan document. The Internal Revenue service has issued an opinion letter dated March 31, 2008 granting approval to the volume submitter. Under this arrangement the Plan is not obligated to file for a separate determination letter. Although the plan has been amended, 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 Internal Revenue Code. As discussed in Note 9 the non-exempt transactions resulting from delinquent deposit of participant salary deferrals, delinquent deposit of participant loan withholdings and amounts borrowed from the Plan by the Employer could adversely impact the tax status of the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN - continued

Party-in-Interest Transactions

Certain Plan investments include common shares of Marshall & Stevens, Inc. and pooled separate accounts managed by John Hancock Life Insurance Company. Marshall & Stevens, Inc. is the Plan sponsor and John Hancock Life Insurance Company is the custodian and record keeper of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the custodian for investment management services and to other third party administrators aggregated $13,626 and $5,495 for the year ended December 31, 2009.

Investment Options, Management and Administration

The Plan has engaged John Hancock Life Insurance Company as the Plan custodian and the record keeper of the Plan. The assets of each fund within the Plan are invested under an arrangement with John Hancock Life Insurance Company, the custodian. All expenses incurred in maintaining the Plan are paid by the Plan unless the Employer, at its discretion elects to pay all or part of the expenses. These expenses include fees of the Plan custodian, third-party administrators and accountants. Upon enrollment in the Plan, a participant may direct their contributions in the various investment choices, including mutual funds offered by John Hancock Life Insurance Company. Participants should carefully read the prospectus before investing in the various funds offered under the Plan.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America. The financial statements and supplemental schedules have been prepared assuming that the Plan will continue as a going concern.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Contributions

Contributions from participants are recorded based on payroll withholdings during the year.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

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 on fair value measurements below. 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/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Employer common stock is held in a separate trust and its value was determined by an independent third party appraiser.

Other investments comprise self directed mutual funds, equity securities and cash held at Morgan Stanley Smith Barney with aggregate market value of $93,353 and $76,186 at December 31, 2009 and 2008, respectively. These securities are valued at quoted market prices.

Other income comprises lost investment income in the amount of $2,291 resulting from late remittances of 2008 participant salary deferral contributions. This amount was reimbursed to the Plan by the Employer in 2009.

Participant Loans

Participant loans are valued at cost which approximates fair value. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan documents.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Fair Value Measurements

Financial Accounting Standards board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. The Framework for measuring fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quotes prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted process for identical assets or liabilities in active markets that the plan has the ability to access.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Level 2 – Inputs to the valuation methodology include:

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

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

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Pooled separate accounts: designed as level 2 and consist of mutual funds, money market accounts, corporate bonds, short-term securities, international and domestic stock. Valuations for these securities are determined by John Hancock based on the net value of shares held by the Plan at year end.

Employer stock, valued on a per share value of the common stock as determined by an independent appraisal.

Other investments (mutual funds, equity securities and cash): valued at net asset value of shares held by the Plan at year end based on quoted market prices.

Participant loans: valued at cost, which approximates fair value.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Fair Value Measurements (continued)

The following table reflects the Plan's assets at fair value as of December 31, 2009 and 2008:

	Assets at Fair Value as of December 231, 2009			
	Level (1)	Level (2)	Level (3)	Total
Pooled separate accounts:				
Index funds	$ -	$ 136,714	$ -	$ 136,714
Balance funds	-	306,085	-	306,085
Growth funds	-	1,046,709	-	1,046,709
fixed income funds	-	1,108,117	-	1,108,117
Lifecycle/target maturity date	-	1,425,779	-	1,425,779
Other funds	-	87,357	-	87,357
Total pooled separate accounts	-	4,110,761	-	4,110,761
Employer stock	-	-	1,107,500	1,107,500
Other Investments:				
Fixed income funds	28,268	-	-	28,268
Growth funds	9,868	-	-	9,868
Other common stock	55,217	-	-	55,217
Total other investments	93,353	-	-	93,353
Participant loans	-	-	131,707	131,707
Total assets at fair value	$ 93,353	$4,110,761	$ 1,239,207	$5,443,321

	Assets at Fair Value as of December 231, 2008			
	Level (1)	Level (2)	Level (3)	Total
Pooled separate accounts:				
Index funds	$ -	$ 114,048	$ -	$ 114,048
Balance funds	-	177,243	-	177,243
Growth funds	-	1,014,879	-	1,014,879
fixed income funds	-	1,091,656	-	1,091,656
Lifecycle/target maturity date	-	1,048,837	-	1,048,837
Other funds	-	51,926	-	51,926
Total pooled separate accounts	-	3,498,589	-	3,498,589
Employer stock	-	-	1,347,500	1,347,500
Other Investments:				
Fixed income funds	24,199	-	-	24,199
Growth funds	7,046	-	-	7,046
Other common stock	44,941	-	-	44,941
Total other investments	76,186	-	-	76,186
Participant loans	-	-	117,824	117,824
Total assets at fair value	$ 76,186	$3,498,589	$1,465,3247	$5,040,099

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Fair Value Measurements (continued)

Level 3 Gains and Losses

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

	Level 3 Assets Year ended December 31, 2009	
	Employer stock	Participant Loans
Balance at beginning of year	$1,347,500	$ 117,824
Realized-unrealized gains/(losses),	(140,000)	-
Purchases, sales, issuances, and settlements (net)	(100,000)	13,883
Balance at end of year	$1,107,500	$ 131,707
The amount of total gains or losses for the period including in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ (140,000)	$ -

There were no financial liabilities subject to these requirements as of December 31, 2009 and 2008. There have been no changes in the methodologies used at December 31, 2009 and 2008.

NOTE 3 – PLAN TERMINATION

Although it has not expressed its intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan is wholly or partially terminated all participants will become 100% vested in the Employer's matching and discretionary contributions, including profit sharing.

NOTE H – TAX STATUS

The Internal Revenue Service has determined and informed the Employer by a letter dated May 21, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Subsequent to this determination by the Internal Revenue Service, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Committee believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt.

NOTE 4 – INFORMATION CERTIFIED BY THE PLAN CUSTODIAN

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor rules and Regulations for Reporting ad Disclosure under ERISA. Accordingly, the Plan custodian has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	December 31, 2009	2008
Investments, at fair value:		
Pooled separate accounts	$4,110,761	$3,498,589
Participant loans	131,707	117,824
Total	$4,242,468	$3,616,413

	Year ended December 31, 2009
Investment income:	
Net appreciation in fair value of pooled separate accounts	$ 909,968
Interest on participant loans	10,140
	$ 920,108

The Plan's independent accountants 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 supplemental schedules.

NOTE 6 – EMPLOYER STOCK AND AMOUNTS DUE FROM EMPLOYER

In 1993 the Plan was amended to allow participants to invest in Employer common stock. The amendment offered only a limited amount of Employer common stock to be available to the Plan and further required that such stock be held for at least one year before it could be traded. Investments in or sales of Employer stock could be made on January 1 and July 1. Employer common stock is not publicly traded and the stock value is determined by an independent appraisal. As stated in Note 1 all transactions involving Employer stock are considered party-in-interest transactions.

In 2009 the Employer agreed to purchase 1,140 shares held by one participant (a previous shareholder of the Employer) in a legal settlement at an agreed upon price which resulted in a realized loss to the Plan of $35,000 on the transaction. In accordance with the terms of the purchase/sale agreement, the Employer paid a portion of the proceeds to the Plan in 2009 and as of December 31, 2009 the Employer owed $105,000 for the remaining portion of the transaction. The employer remitted this amount to the Plan custodian in July 2010.

NOTE 6 – EMPLOYER STOCK AND AMOUNTS DUE FROM EMPLOYER – continued

At December 31, 2009 and 2008 the Plan trustees held 4,430 shares and 5,390 shares valued at $1,107,500 and $1,347,500, respectively.

NOTE 7 – RISKS AND UNCERTAINTIES

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

NOTE 8 – SUBSEQENT EVENTS

The Plan has evaluated subsequent events through February 24, 2013, the date of the financial statements were available to be issued.

NOTE 9 – NON-EXEMPT TRANSACTIONS

The Employer failed to remit all 2009 participant salary deferral and participant loan withholdings aggregating $368,664 and $28,365, respectively to the Plan custodian in a timely manner as defined by ERISA. These withholdings have subsequently been deposited.

At December 31, 2009 the Employer owed $105,000 to the Plan as a result of a transaction involving sale of Employer stock. Also see Note 6.

The delinquent remittance of contributions (salary deferrals and participant loans) and amount borrowed by the Plan sponsor are considered non-exempt party-in-interest transactions which may result in the imposition of a 15 percent excise tax and could also adversely impact the qualified tax status of the Plan. See attached supplemental schedule of delinquent participant contributions.

NOTE 9 – NON-EXEMPT TRANSACTIONS - continued

The Employer has compensated participants for lost income resulting from delay in remitting the contributions based on average interest rate of 4%. The lost income thus calculated aggregated $11,193 and was recently deposited with the Plan custodian. The Employer has not paid excise resulting from late remittances of participant contributions or on amounts borrowed. The employer also failed to remit Employer matching contributions to the Plan in a timely manner.

SUPPLEMENTAL SCHEDULES

LEHMAN NEWMAN FLYNN VOLLARO P.C.
CERTIFIED PUBLIC ACCOUNTANTS

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
* John Hancock Life Insurance Co.	Lifestyle 2010	62,355
* John Hancock Life Insurance Co.	Lifestyle 2015	2,397
* John Hancock Life Insurance Co.	Lifestyle 2020	8,007
* John Hancock Life Insurance Co.	Lifestyle 2025	56,671
* John Hancock Life Insurance Co.	Lifestyle 2030.	1,374
* John Hancock Life Insurance Co.	Lifestyle 2035	174
* John Hancock Life Insurance Co.	Lifestyle 2045	3,163
* John Hancock Life Insurance Co.	Lifestyle Conservative	148,370
* John Hancock Life Insurance Co.	Lifestyle Moderate	53,981
* John Hancock Life Insurance Co.	Lifestyle Balanced	624,699
* John Hancock Life Insurance Co.	Lifestyle Growth	386,893
* John Hancock Life Insurance Co.	Lifestyle Aggressive	77,695
* John Hancock Life Insurance Co.	Short-Term Federal	104,536
* John Hancock Life Insurance Co.	Pimco Total Return	249,595
* John Hancock Life Insurance Co.	LM Partners Global High Yield	57,737
* John Hancock Life Insurance Co.	T. Rowe Price Equity Income	107,444
* John Hancock Life Insurance Co.	Mutual Beacon	63,511
* John Hancock Life Insurance Co.	Franklin Balance Sheet	40,222
* John Hancock Life Insurance Co.	Domini Social Equity	2,168
* John Hancock Life Insurance Co.	Columbia Value & Restructuring	119,514
* John Hancock Life Insurance Co.	Jennison Growth	212,078
* John Hancock Life Insurance Co.	Oppenheimer Global	172,204
* John Hancock Life Insurance Co.	EuroPacific Growth Fund	98,079
* John Hancock Life Insurance Co.	Legg Partners Aggregate Growth	62,201
* John Hancock Life Insurance Co.	American Century Vista	58,164
* John Hancock Life Insurance Co.	Franklin Small-Mid Growth	154,626
* John Hancock Life Insurance Co.	AIM Small Cap Growth	17,848
* John Hancock Life Insurance Co.	Oppenheimer Developing Markets	205,837
* John Hancock Life Insurance Co.	T. Rowe Price Science & Technology	84,116

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
* John Hancock Life Insurance Co.	500 Index Fund	136,714
* John Hancock Life Insurance Co.	Money Market Fund	696,249
* John Hancock Life Insurance Co.	International Value Fund	38,897
* John Hancock Life Insurance Co.	Cash in Forfeiture Account	3,242
(1) * John Hancock Life Insurance Co.	Participant loans	131,707
* Morgan Stanley Smith Barney	Dreyfus Money Market	27,519
* Morgan Stanley Smith Barney	Citibank Money Market	749
* Morgan Stanley Smith Barney	Colonial PPTYS Trust SB1	5,865
* Morgan Stanley Smith Barney	Honeywell International Inc.	11,760
* Morgan Stanley Smith Barney	St. Joe Company	11,556
* Morgan Stanley Smith Barney	Schlumberger LTD	26,036
* Morgan Stanley Smith Barney	Gabelli Global Gold Nat Res & Income Fund	9,868
* Marshall & Stevens, Inc.	Employer Common Stock	1,107,500
		5,543,321

LEHMAN NEWMAN FLYNN VOLLARO P.C.
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* Party-in-interest (as defined in the ERISA regulations)

(1) Loan terms range from 1 to 5 years unless it is for the purpose of a primary residence. The loans are secured by the vested balance in the Participant's account

Above information regarding assets held by John Hancock, have been certified by John Hancock Life Insurance Company, the Custodian, as complete and accurate.

See report of independent public accountants and accompanying notes to the financial statement

MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
SCHEDULE 11, PART IV, LINE 4a
FOR THE YEAR ENDED DECEMBER 31, 2009
EMPLOYER ID NUMBER 36-2919252, PLAN NUMBER 001

Participant contributions transferred late to plan			Check Here If Late Participant Loan Repayments are Included	Contributions Not Covered	Total that Constitute Nonexempt Prohibited Transactions		
Amount Withheld	Date Withheld	Date Remitted			Contributions Corrected Outside Voluntary fiduciary correction Program	Contributions Pending Corrected Voluntary Fiduciary correction Program	Total Fully Corrected Under Fiduciary Correction Program and PTE 2002-51
11,753.94	1/15/2009	5/1/2009		$ -	$11,753.94	$ -	$ -
16,330.05	1/30/2009	5/13/2009		-	16,330.05	-	-
16,549.35	2/15/2009	5/18/2009		-	16,549.35	-	-
15,522.07	2/27/2009	5/29/2009		-	15,522.07	-	-
16,627.43	3/15/2009	10/14/2009		-	16,527.43	-	-
15,669.00	3/31/2009	12/2/2009		-	15,669.00	-	-
17,870.88	4/15/2009	12/2/2009		-	17,870.88	-	-
18,824.28	4/30/2009	12/2/2009		-	18,824.28	-	-
17,176.80	5/15/2009	1/11/2010		-	17,176.80	-	-
16,737.26	5/29/2009	1/11/2010		-	16,737.26	-	-
15,860.91	6/15/2009	1/14/2010		-	15,860.91	-	-
15,869.71	6/30/2009	1/14/2010		-	15,869.71	-	-
16,606.13	7/15/2009	1/26/2010		-	16,603.13	-	-
16,690.18	7/31/2009	2/24/2010		-	16,690.18	-	-
15,948.93	8/14/2009	4/2/2010		-	15,948.93	-	-
15,821.04	8/31/2009	4/23/2010		-	15,821.04	-	-
15,566.09	9/15/2009	6/9/2010		-	15,566.09		-
15,167.55	9/30/2009	6/15/2010		-	15,167.55	-	-
14,337.12	10/15/2009	4/28/2011		-	14,337.12	-	-
15,997.00	10/30/2009	4/28/2011		-	15,997.00	-	-
12,411.00	11/13/2009	4/28/2011		-	12,411.03	-	-
13,463.51	11/30/2009	4/28/2011		-	13,463.51	-	-
12,056.03	12/15/2009	4/28/2011		-	12,056.03	-	-
9,810.65	12/31/2009	4/28/2011		-	9,810.65	-	-
$368,663.94				$ -	$368,663.94	$ -	$ -

LEHMAN NEWMAN FLYNN VOLLARO P.C.
CERTIFIED PUBLIC ACCOUNTANTS

MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
SCHEDULE 11, PART IV, LINE 4a
FOR THE YEAR ENDED DECEMBER 31, 2009
EMPLOYER ID NUMBER 36-2919252, PLAN NUMBER 001

Participant contributions transferred late to plan			Check Here If Late Participant Loan Repayments are Included	Contributions Not Covered	Total that Constitute Nonexempt Prohibited Transactions		
Amount Withheld	Date Withheld	Date Remitted			Contributions Corrected Outside Voluntary fiduciary correction Program	Contributions Pending Corrected Voluntary Fiduciary correction Program	Total Fully Corrected Under Fiduciary Correction Program and PTE 2002-51
1,120.77	1/15/2009	4/20/2009	x	$ -	$1,120.77	$ -	$ -
1,120.77	1/30/2009	5/13/2009	x	-	1,120.77	-	-
1,120.77	2/15/2009	5/15/2009	x	-	1,120.77	-	-
1,120.77	2/27/2009	5/28/2009	x	-	1,120.77	-	-
1,120.77	3/15/2009	10/14/2009	x	-	1,120.77	-	-
1,120.77	3/31/2009	12/1/2009	x	-	1,120.77	-	-
1,120.77	4/15/2009	12/1/2009	x	-	1,120.77	-	-
1,120.77	4/30/2009	12/1/2009	x	-	1,120.77	-	-
1,120.77	5/15/2009	1/11/2010	x	-	1,120.77	-	-
1,120.77	5/29/2009	1/11/2010	x	-	1,120.77	-	-
1,145.45	6/15/2009	1/14/2010	x	-	1,145.45	-	-
1,145.45	6/30/2009	1/14/2010	x	-	1,145.45	-	-
1,145.45	6/30/2009	1/14/2010	x	-	1,145.45	-	-
1,145.45	7/15/2009	1/26/2010	x	-	1,145.45	-	-
1,145.45	7/31/2009	2/24/2010	x	-	1,145.45	-	-
1,194.75	8/14/2009	4/2/2010	x	-	1,194.75	-	-
1,007.15	8/31/2009	4/23/2010	x	-	1,007.15		-
1,369.47	9/15/2009	6/9/2010	x	-	1,369.47	-	-
1,275.49	9/30/2009	6/15/2010	x	-	1,273.49	-	-
1,273.49	10/15/2009	4/28/2011	x	-	1,273.49	-	-
1,273.49	10/30/2009	4/28/2011	x	-	1,273.49	-	-
1,273.49	11/15/2009	4/28/2011	x	-	1,273.49	-	-
1,273.49	11/30/2009	4/28/2011	x	-	1,273.49	-	-
1,273.49	12/31/2009	4/28/2011	x	-	1,273.49	-	-
$28,365.22				$ -	$ 28,365.22	$ -	$ -

LEHMAN NEWMAN FLYNN VOLLARO P.C.
CERTIFIED PUBLIC ACCOUNTANTS

MARSHALL & STEVENS, INC. INVESTMENT SAVINGS PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
SCHEDULE 11, PART IV, LINE 4a
FOR THE YEAR ENDED DECEMBER 31, 2009
EMPLOYER ID NUMBER 36-2919252, PLAN NUMBER 001

Participant contributions transferred late to plan			Check Here If Late Participant Loan Repayments are Included	Contributions Not Covered	Total that Constitute Nonexempt Prohibited Transactions		
					Contributions Corrected Outside Voluntary fiduciary correction Program	Contributions Pending Corrected Voluntary Fiduciary correction Program	Total Fully Corrected Under Fiduciary Correction Program and PTE 2002-51
Amount Borrowed	Date Borrowed	Date Remitted					
$105,000.00	8/7/2009	7/26/2010		$105,000.00	$ -	$ -	$ -
$105,000.00				$105,000.00	$ -	$ -	$ -

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CERTIFIED PUBLIC ACCOUNTANTS

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2009 and Ending 12/31/2009
Name of Plan: Marshall & Stevens, Inc. Investment Savings Plan
Employer Identification Number: 36-2919252 Three-digit plan number: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$397,029	$0	$397,029	$0	