

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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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: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>
B	This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ <input type="checkbox"/>
D	Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan STORY WORLDWIDE, LLC 401K PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 06/15/2005
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) STORY WORLDWIDE, LLC. 87 WALL STREET SEATTLE, WA 98121	2b Employer Identification Number (EIN) 20-2658265
		2c Sponsor's telephone number 206-336-3007
		2d Business code (see instructions) 511190

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	HEATHER DWYER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

STORY WORLDWIDE, LLC.

87 WALL STREET
SEATTLE, WA 98121**3b** Administrator's EIN

20-2658265

3c Administrator's telephone number

206-336-3007

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**

132

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**

85

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

42

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

127

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

0

f Total. Add lines **6d** and **6e**.....**6f**

127

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

101

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☐**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information - Small Plan)(3) ☐**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 STORY WORLDWIDE, LLC 401K PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 STORY WORLDWIDE, LLC.	D Employer Identification Number (EIN) 20-2658265	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.
04-2647786

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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	3600	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service	(c) Describe the information that the service provider failed or refused to provide
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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
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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
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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

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 STORY WORLDWIDE, LLC 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 STORY WORLDWIDE, LLC.	D Employer Identification Number (EIN) 20-2658265	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	87027	62770
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	29962	50825
(9) Value of interest in common/collective trusts.....	1c(9)	59610	66357
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1698093	2837487
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1874692	3017439

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1874692	3017439
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	161075	
(B) Participants	2a(1)(B)	440566	
(C) Others (including rollovers)	2a(1)(C)	97207	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		698848
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	534	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1682	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2216
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	53193	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		53193
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3088
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		609724
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1367069

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	220703	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		220703
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3619	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3619
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		224322

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1142747
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: KOSTIN, RUFFKESS & COMPANY, LLC

(2) EIN: 06-0754920

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

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

A Name of plan <u>STORY WORLDWIDE, LLC 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STORY WORLDWIDE, LLC.</u>	D Employer Identification Number (EIN) <u>20-2658265</u>

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

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

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____			
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

STORY WORLDWIDE, LLC 401k PLAN

**Financial Statements and
Supplemental Schedule**

December 31, 2009 and 2008



Business Advisors and Certified Public Accountants

STORY WORLDWIDE, LLC 401k PLAN
Financial Statements and Supplemental Schedule
December 31, 2009 and 2008

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Schedule I - Schedule of Assets (Held at End of Year) - December 31, 2009	12

Note: Additional supplemental schedules required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted from the financial statements because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Story Worldwide, LLC 401k Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Story Worldwide, LLC 401k Plan (the "Plan"), as of December 31, 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company ("FMTC"), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

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

We have compiled the accompanying statement of net assets available for benefits of the Plan as of December 31, 2008, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2008, and accordingly, do not express an opinion or any other form of assurance on it.

Kostin, Ruffkess & Company, LLC

Farmington, Connecticut
September 16, 2010

STORY WORLDWIDE, LLC 401k PLAN
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	2009 (Audited)	2008 (Compiled)
Assets		
Investments at fair value	\$ 3,017,439	\$ 1,874,692
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>1,234</u>	<u>3,215</u>
Net assets available for benefits	<u>\$ 3,018,673</u>	<u>\$ 1,877,907</u>

The accompanying notes are an integral part of the financial statements

STORY WORLDWIDE, LLC 401k PLAN
Statement of Changes in Net Assets Available for Benefits
For The Year Ended December 31, 2009

Additions:

Additions to net assets attributed to:

Investment income:

Interest and dividends	\$ 56,529
Net appreciation in fair value of investments	<u>609,724</u>
Total investment income	<u>666,253</u>

Contributions:

Employer	161,075
Participant	<u>537,773</u>
Total contributions	<u>698,848</u>

Total additions	<u>1,365,101</u>
------------------------	------------------

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	220,716
Administrative expenses	<u>3,619</u>
Total deductions	<u>224,335</u>

Net increase	1,140,766
---------------------	-----------

Net assets available for benefits:

Beginning of year	<u>1,877,907</u>
End of year	<u>\$ 3,018,673</u>

The accompanying notes are an integral part of the financial statements

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 1 - Description of the Plan:

The following description of the Story Worldwide, LLC 401k Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective December 29, 1999, and most recently amended August 10, 2009, effective August 31, 2009. Employees of Story Worldwide, LLC (the "Company") become eligible to participate in pre-tax and discretionary employer matching contributions on the first day of the month after hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute an amount up to 90% of compensation, as defined in the Plan agreement, for the contribution period. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust and various mutual funds as investment options for participants. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company made safe harbor matching contributions in an amount equal to 100% of the first 3% of compensation, and 50% of the next 2% of compensation that a participant contributed to the Plan, up to a maximum of 4% of the participant's Plan compensation. The Company contributions are invested directly in the common/collective trust or mutual funds as directed by the participant. Company matching contributions are recorded in the same period as employee contributions. The Company suspended safe harbor matching contributions from August 31, 2009 to December 31, 2009 by amending the Plan document to make matching contributions discretionary.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. 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 own contributions and Company matching contributions plus actual earnings thereon.

Payment of Benefits

Participants can elect to receive either a lump-sum amount or annual installments equal to the value of the participant's vested interest in their account on termination of employment, retirement, the attainment of age 59½, death, or permanent and total disability. Distributions are subject to the applicable provisions of the Plan agreement. Benefit payments to participants are recorded when paid.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 1 - Description of the Plan: (Continued)

Participant Loans

Participants may borrow from a minimum of \$1,000 to a maximum of \$50,000 or 50% of the vested portion of their account balance, whichever is less. Loans are calculated on a fully amortized basis. A loan is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans. For the year ended December 31, 2009, interest rates on outstanding loans were 5%.

Administrative Expenses

The Plan is responsible for payment of the trustee expenses; however, the Company may pay the Plan expenses directly. Transaction charges for loan transactions are paid by the Plan by reducing the balances of those participants initiating the transactions. For the year ended December 31, 2009, the administrative expenses totaled \$3,619.

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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 significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 2 - Summary of Significant Accounting Policies: (Continued)

Investment Valuation

The investment in the Fidelity Managed Income Portfolio is reported at fair value. The contract value of the investment contract at December 31, 2009 and 2008 was \$67,591 and \$62,825, respectively (see Note 5 - Investment Contract). Investments in the various mutual funds are stated at fair value, which is determined by the unit value reported by FMTC. Participant loans are stated at cost plus accrued interest, which approximates fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6 - Fair Value Measurements).

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

Risks and Uncertainties

The Plan provides for various investment options in any combination of a common/collective trust and various mutual funds. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investments and their level of uncertainty related to the changes in their value, it is at least reasonably possible that changes in values in the near term could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events

Subsequent events were evaluated through September 16, 2010, the date the financial statements were available to be issued.

Note 3 - Certified Financial Information:

The Plan assets are invested in products managed by affiliates of FMTC. The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by FMTC, as of December 31, 2009, and for the year ended December 31, 2009, as complete and accurate in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 4 - Investments:

The following investments represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008:

	2009	2008
Fidelity Balanced Fund		
23,226 shares in 2009; 19,967 shares in 2008	\$ 379,977	\$ 261,962
Fidelity Contrafund		
5,082 shares in 2009; 3,614 shares in 2008	296,165	163,572
Fidelity Freedom 2040 Fund		
48,546 shares in 2009; 38,219 shares in 2008	347,592	213,644
Fidelity Freedom 2045 Fund		
17,928 shares in 2009; N/A in 2008	151,848	N/A
Fidelity International Discovery Fund		
12,070 shares in 2009; 9,934 shares in 2008	366,310	234,737
Fidelity Strategic Income Fund		
N/A in 2009; 10,929 shares in 2008	N/A	95,303
Fidelity Value Fund		
3,475 shares in 2009; 2,739 shares in 2008	197,853	109,191

N/A – Did not meet threshold for reporting.

Investment Performance

During the year ended December 31, 2009, the Plan's investments in mutual funds (including gains and losses on mutual funds bought and sold as well as held during the period) appreciated in value by \$609,724.

Note 5 - Investment Contract:

The Plan has entered into a fully benefit-responsive investment contract with Fidelity Investments via an investment in the Fidelity Managed Income Portfolio. The Plan invests in and retains ownership of a pool of fixed income securities. These securities are wrapped by a synthetic investment contract issued by a bank or insurance company that insures that participant initiated withdrawals from the stable value fund will be paid at book value. There is no immediate recognition of gains and losses on the pool of securities. Instead, the gain or loss is recognized over time by adjusting the interest rate credited to the fund under the synthetic wrap. The average yield was 1.69% and 1.92% for the years ended December 31, 2009 and 2008, respectively.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 6 - 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. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (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 below:

- Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2** Inputs to the valuation methodology include:
- 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 market 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.

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

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

Common/collective trust: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 5 - Investment Contract).

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

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

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

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 6 - Fair Value Measurements: (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap	\$ 487,450	\$ -	\$ -	\$ 487,450
Mid cap	383,938	-	-	383,938
Small cap	104,620	-	-	104,620
International	366,965	-	-	366,965
Blended	1,239,554	-	-	1,239,554
Bond	254,960	-	-	254,960
Short-term	62,770	-	-	62,770
Common/collective trust	-	66,357	-	66,357
Participant loans	-	-	50,825	50,825
Total assets at fair value	\$ 2,900,257	\$ 66,357	\$ 50,825	\$ 3,017,439

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap	\$ 274,989	\$ -	\$ -	\$ 274,989
Mid cap	206,941	-	-	206,941
Small cap	51,332	-	-	51,332
International	234,817	-	-	234,817
Blended	753,018	-	-	753,018
Bond	176,996	-	-	176,996
Short-term	87,027	-	-	87,027
Common/collective trust	-	59,610	-	59,610
Participant loans	-	-	29,962	29,962
Total assets at fair value	\$ 1,785,120	\$ 59,610	\$ 29,962	\$ 1,874,692

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 6 - Fair Value Measurements: (Continued)

The table below 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	
	Participant Loans
Balance, beginning of year	\$ 29,962
Purchases, sales, issuances and settlements (net)	<u>20,863</u>
Balance, end of year	<u>\$ 50,825</u>

Note 7 - Related Party Transactions:

Plan assets include investments in funds managed by affiliates of FMTC. FMTC is the Plan's trustee and, as such, transactions with the trustee qualify as party-in-interest transactions. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Participant loans also qualify as party-in-interest transactions.

Note 8 - Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note 9 - Tax Status:

The Company has adopted a Fidelity volume submitter plan, which has been determined by the Internal Revenue Service to be in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 10 - Reconciliation of Financial Statements to Form 5500:

The Annual Return/Report of Employee Benefit Plan (the "Form 5500") is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements. The assets and corresponding net appreciation in fair value of investments differ in the Form 5500 by the adjustment from fair value to contract value for fully benefit-responsive investment contracts. The ending net asset balances are reconciled as follows:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the Form 5500	\$ 3,017,439	\$ 1,874,692
Add: Adjustment from fair value to contract value for fully benefit-responsive investments'	<u>1,234</u>	<u>3,215</u>
Net assets available for benefits per the financial statements	<u>\$ 3,018,673</u>	<u>\$ 1,877,907</u>

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 11 - Subsequent Event:

The Plan was amended and restated effective January 1, 2010, to reinstate the safe harbor matching contributions.

STORY WORLDWIDE, LLC 401k PLAN
Form 5500 - Schedule H, Line 4i
Schedule I - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	**	\$ 66,357
N/A	American Funds	American Beacon Large Cap Value Fund Investor Class	**	68,495
*	Fidelity Management Trust Company	Fidelity Balanced Fund	**	379,977
*	Fidelity Management Trust Company	Fidelity Capital Appreciation Fund	**	30,420
*	Fidelity Management Trust Company	Fidelity Contrafund	**	296,165
*	Fidelity Management Trust Company	Fidelity Freedom 2000 Fund	**	35,100
*	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund	**	641
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	**	1,082
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund	**	9,255
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	**	47,080
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	**	100,602
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	**	112,931
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	**	347,592
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	**	151,848
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	**	48,276
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	**	5,169
*	Fidelity Management Trust Company	Fidelity International Discovery Fund	**	366,310
*	Fidelity Management Trust Company	Fidelity International Real Estate Fund	**	657
*	Fidelity Management Trust Company	Fidelity Leveraged Company Stock Fund	**	143,388
*	Fidelity Management Trust Company	Fidelity Mid Cap Growth Fund	**	42,696
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Portfolio	**	62,770
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*	Fidelity Management Trust Company	Fidelity Small Cap Stock Fund	**	81,204
*	Fidelity Management Trust Company	Fidelity Spartan U.S. Equity Index Fund	**	92,370
*	Fidelity Management Trust Company	Fidelity Strategic Income Fund	**	128,957
*	Fidelity Management Trust Company	Fidelity U.S. Bond Index Fund	**	126,003
*	Fidelity Management Trust Company	Fidelity Value Fund	**	197,853
*	Plan Participants	Participant Loans 5% with various terms	-	50,825
				<u>\$ 3,017,439</u>

*Denotes party-in-interest

**Cost information is not applicable for participant directed investments.

Employer Identification Number: 20-2658265

Plan Number: 001

This information was derived from data certified as complete and accurate by Fidelity Management Trust Company.

The accompanying independent auditors' report should be read with this supplemental schedule

STORY WORLDWIDE, LLC 401k PLAN

**Financial Statements and
Supplemental Schedule**

December 31, 2009 and 2008



Business Advisors and Certified Public Accountants

STORY WORLDWIDE, LLC 401k PLAN
Financial Statements and Supplemental Schedule
December 31, 2009 and 2008

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Note: Additional supplemental schedules required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted from the financial statements because they are not applicable.



**KOSTIN,
RUFFKESS
& COMPANY, LLC**

Business Advisors and Certified Public Accountants

Farmington • New London
Springfield, MA

Mariner Square, Suite 120
125 Eugene O'Neill Drive
New London, CT 06320

Main Line: (860) 442-4373
Toll Free: (888) 666-KRCC
Fax: (860) 442-1124
Web: www.kostin.com

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Story Worldwide, LLC 401k Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Story Worldwide, LLC 401k Plan (the "Plan"), as of December 31, 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company ("FMTC"), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

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

We have compiled the accompanying statement of net assets available for benefits of the Plan as of December 31, 2008, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2008, and accordingly, do not express an opinion or any other form of assurance on it.

Kostin, Ruffkess & Company, LLC

Farmington, Connecticut
September 16, 2010

Members of:

Leading Edge Alliance • Kreston International • American Institute of Certified Public Accountants • Private Companies Practice Section • Connecticut Society of Certified Public Accountants

An Equal Opportunity Employer

STORY WORLDWIDE, LLC 401k PLAN
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	2009 (Audited)	2008 (Compiled)
Assets		
Investments at fair value	\$ 3,017,439	\$ 1,874,692
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>1,234</u>	<u>3,215</u>
Net assets available for benefits	<u>\$ 3,018,673</u>	<u>\$ 1,877,907</u>

The accompanying notes are an integral part of the financial statements

STORY WORLDWIDE, LLC 401k PLAN
Statement of Changes in Net Assets Available for Benefits
For The Year Ended December 31, 2009

Additions:

Additions to net assets attributed to:

Investment income:

Interest and dividends	\$ 56,529
Net appreciation in fair value of investments	<u>609,724</u>
Total investment income	<u>666,253</u>

Contributions:

Employer	161,075
Participant	<u>537,773</u>
Total contributions	<u>698,848</u>

Total additions	<u>1,365,101</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	220,716
Administrative expenses	<u>3,619</u>
Total deductions	<u>224,335</u>

Net increase	1,140,766
---------------------	-----------

Net assets available for benefits:

Beginning of year	<u>1,877,907</u>
End of year	<u>\$ 3,018,673</u>

The accompanying notes are an integral part of the financial statements

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 1 - Description of the Plan:

The following description of the Story Worldwide, LLC 401k Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective December 29, 1999, and most recently amended August 10, 2009, effective August 31, 2009. Employees of Story Worldwide, LLC (the "Company") become eligible to participate in pre-tax and discretionary employer matching contributions on the first day of the month after hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute an amount up to 90% of compensation, as defined in the Plan agreement, for the contribution period. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust and various mutual funds as investment options for participants. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company made safe harbor matching contributions in an amount equal to 100% of the first 3% of compensation, and 50% of the next 2% of compensation that a participant contributed to the Plan, up to a maximum of 4% of the participant's Plan compensation. The Company contributions are invested directly in the common/collective trust or mutual funds as directed by the participant. Company matching contributions are recorded in the same period as employee contributions. The Company suspended safe harbor matching contributions from August 31, 2009 to December 31, 2009 by amending the Plan document to make matching contributions discretionary.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. 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 own contributions and Company matching contributions plus actual earnings thereon.

Payment of Benefits

Participants can elect to receive either a lump-sum amount or annual installments equal to the value of the participant's vested interest in their account on termination of employment, retirement, the attainment of age 59½, death, or permanent and total disability. Distributions are subject to the applicable provisions of the Plan agreement. Benefit payments to participants are recorded when paid.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 1 - Description of the Plan: (Continued)

Participant Loans

Participants may borrow from a minimum of \$1,000 to a maximum of \$50,000 or 50% of the vested portion of their account balance, whichever is less. Loans are calculated on a fully amortized basis. A loan is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans. For the year ended December 31, 2009, interest rates on outstanding loans were 5%.

Administrative Expenses

The Plan is responsible for payment of the trustee expenses; however, the Company may pay the Plan expenses directly. Transaction charges for loan transactions are paid by the Plan by reducing the balances of those participants initiating the transactions. For the year ended December 31, 2009, the administrative expenses totaled \$3,619.

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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 significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 2 - Summary of Significant Accounting Policies: (Continued)

Investment Valuation

The investment in the Fidelity Managed Income Portfolio is reported at fair value. The contract value of the investment contract at December 31, 2009 and 2008 was \$67,591 and \$62,825, respectively (see Note 5 - Investment Contract). Investments in the various mutual funds are stated at fair value, which is determined by the unit value reported by FMTC. Participant loans are stated at cost plus accrued interest, which approximates fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6 - Fair Value Measurements).

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

Risks and Uncertainties

The Plan provides for various investment options in any combination of a common/collective trust and various mutual funds. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investments and their level of uncertainty related to the changes in their value, it is at least reasonably possible that changes in values in the near term could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events

Subsequent events were evaluated through September 16, 2010, the date the financial statements were available to be issued.

Note 3 - Certified Financial Information:

The Plan assets are invested in products managed by affiliates of FMTC. The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by FMTC, as of December 31, 2009, and for the year ended December 31, 2009, as complete and accurate in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 4 - Investments:

The following investments represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008:

	2009	2008
Fidelity Balanced Fund		
23,226 shares in 2009; 19,967 shares in 2008	\$ 379,977	\$ 261,962
Fidelity Contrafund		
5,082 shares in 2009; 3,614 shares in 2008	296,165	163,572
Fidelity Freedom 2040 Fund		
48,546 shares in 2009; 38,219 shares in 2008	347,592	213,644
Fidelity Freedom 2045 Fund		
17,928 shares in 2009; N/A in 2008	151,848	N/A
Fidelity International Discovery Fund		
12,070 shares in 2009; 9,934 shares in 2008	366,310	234,737
Fidelity Strategic Income Fund		
N/A in 2009; 10,929 shares in 2008	N/A	95,303
Fidelity Value Fund		
3,475 shares in 2009; 2,739 shares in 2008	197,853	109,191

N/A – Did not meet threshold for reporting.

Investment Performance

During the year ended December 31, 2009, the Plan's investments in mutual funds (including gains and losses on mutual funds bought and sold as well as held during the period) appreciated in value by \$609,724.

Note 5 - Investment Contract:

The Plan has entered into a fully benefit-responsive investment contract with Fidelity Investments via an investment in the Fidelity Managed Income Portfolio. The Plan invests in and retains ownership of a pool of fixed income securities. These securities are wrapped by a synthetic investment contract issued by a bank or insurance company that insures that participant initiated withdrawals from the stable value fund will be paid at book value. There is no immediate recognition of gains and losses on the pool of securities. Instead, the gain or loss is recognized over time by adjusting the interest rate credited to the fund under the synthetic wrap. The average yield was 1.69% and 1.92% for the years ended December 31, 2009 and 2008, respectively.

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 6 - 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. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (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 below:

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

Level 2 Inputs to the valuation methodology include:

- 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 market 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.

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

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

Common/collective trust: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 5 - Investment Contract).

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

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

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

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 6 - Fair Value Measurements: (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap	\$ 487,450	\$ -	\$ -	\$ 487,450
Mid cap	383,938	-	-	383,938
Small cap	104,620	-	-	104,620
International	366,965	-	-	366,965
Blended	1,239,554	-	-	1,239,554
Bond	254,960	-	-	254,960
Short-term	62,770	-	-	62,770
Common/collective trust	-	66,357	-	66,357
Participant loans	-	-	50,825	50,825
Total assets at fair value	\$ 2,900,257	\$ 66,357	\$ 50,825	\$ 3,017,439

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Large cap	\$ 274,989	\$ -	\$ -	\$ 274,989
Mid cap	206,941	-	-	206,941
Small cap	51,332	-	-	51,332
International	234,817	-	-	234,817
Blended	753,018	-	-	753,018
Bond	176,996	-	-	176,996
Short-term	87,027	-	-	87,027
Common/collective trust	-	59,610	-	59,610
Participant loans	-	-	29,962	29,962
Total assets at fair value	\$ 1,785,120	\$ 59,610	\$ 29,962	\$ 1,874,692

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 6 - Fair Value Measurements: (Continued)

The table below 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	
	Participant Loans
Balance, beginning of year	\$ 29,962
Purchases, sales, issuances and settlements (net)	<u>20,863</u>
Balance, end of year	<u>\$ 50,825</u>

Note 7 - Related Party Transactions:

Plan assets include investments in funds managed by affiliates of FMTC. FMTC is the Plan's trustee and, as such, transactions with the trustee qualify as party-in-interest transactions. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Participant loans also qualify as party-in-interest transactions.

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Note 9 - Tax Status:

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Note 10 - Reconciliation of Financial Statements to Form 5500:

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	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the Form 5500	\$ 3,017,439	\$ 1,874,692
Add: Adjustment from fair value to contract value for fully benefit-responsive investments'	<u>1,234</u>	<u>3,215</u>
Net assets available for benefits per the financial statements	<u>\$ 3,018,673</u>	<u>\$ 1,877,907</u>

STORY WORLDWIDE, LLC 401k PLAN
Notes To The Financial Statements
For The Year Ended December 31, 2009

Note 11 - Subsequent Event:

The Plan was amended and restated effective January 1, 2010, to reinstate the safe harbor matching contributions.

STORY WORLDWIDE, LLC 401k PLAN
Form 5500 - Schedule H, Line 4i
Schedule I - Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	**	\$ 66,357
N/A	American Funds	American Beacon Large Cap Value Fund Investor Class	**	68,495
*	Fidelity Management Trust Company	Fidelity Balanced Fund	**	379,977
*	Fidelity Management Trust Company	Fidelity Capital Appreciation Fund	**	30,420
*	Fidelity Management Trust Company	Fidelity Contrafund	**	296,165
*	Fidelity Management Trust Company	Fidelity Freedom 2000 Fund	**	35,100
*	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund	**	641
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	**	1,082
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund	**	9,255
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	**	47,080
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	**	100,602
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	**	112,931
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	**	347,592
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	**	151,848
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	**	48,276
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*	Fidelity Management Trust Company	Fidelity International Discovery Fund	**	366,310
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*	Plan Participants	Participant Loans 5% with various terms	-	50,825
				<u>\$ 3,017,439</u>

*Denotes party-in-interest

**Cost information is not applicable for participant directed investments.

Employer Identification Number: 20-2658265

Plan Number: 001

This information was derived from data certified as complete and accurate by Fidelity Management Trust Company.

The accompanying independent auditors' report should be read with this supplemental schedule

STORY WORLDWIDE, LLC 401k PLAN
Form 5500 - Schedule H, Line 4i
Schedule I - Schedule of Assets (Held at End of Year)
December 31, 2009

(a) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
* Fidelity Management Trust Company	Fidelity Managed Income Portfolio	**	\$ 66,357
N/A American Funds	American Beacon Large Cap Value Fund Investor Class	**	68,495
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* Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	**	151,848
* Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	**	48,276
* Fidelity Management Trust Company	Fidelity Freedom Income Fund	**	5,169
* Fidelity Management Trust Company	Fidelity International Discovery Fund	**	366,310
* Fidelity Management Trust Company	Fidelity International Real Estate Fund	**	657
* Fidelity Management Trust Company	Fidelity Leveraged Company Stock Fund	**	143,388
* Fidelity Management Trust Company	Fidelity Mid Cap Growth Fund	**	42,696
* Fidelity Management Trust Company	Fidelity Retirement Money Market Portfolio	**	62,770
* Fidelity Management Trust Company	Fidelity Small Cap Independence Fund	**	23,416
* Fidelity Management Trust Company	Fidelity Small Cap Stock Fund	**	81,204
* Fidelity Management Trust Company	Fidelity Spartan U.S. Equity Index Fund	**	92,370
* Fidelity Management Trust Company	Fidelity Strategic Income Fund	**	128,957
* Fidelity Management Trust Company	Fidelity U.S. Bond Index Fund	**	126,003
* Fidelity Management Trust Company	Fidelity Value Fund	**	197,853
* Plan Participants	Participant Loans 5% with various terms	-	50,825
		<u>\$ 3,017,439</u>	

*Denotes party-in-interest

**Cost information is not applicable for participant directed investments.

Employer Identification Number: 20-2658265

Plan Number: 001

This information was derived from data certified as complete and accurate by Fidelity Management Trust Company.

The accompanying independent auditors' report should be read with this supplemental schedule