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;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BRIGHTON RETAIL INC. 401(K)PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/2003

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
BRIGHTON COLLECTIBLES, INC.

200 N. WILLOW STREET
CITY OF INDUSTRY, CA 91746

200 N. WILLOW STREET
CITY OF INDUSTRY, CA 91746

2b Employer Identification Number (EIN)
86-1148772

2c Sponsor's telephone number
626-961-9381

2d Business code (see instructions)
452900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	HOWARD SCHWARTZ
	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")

BRIGHTON COLLECTIBLES, INC.

200 N. WILLOW STREET
CITY OF INDUSTRY, CA 91746

3b Administrator's EIN: 86-1148772

3c Administrator's telephone number: 626-961-9381

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**	485
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**	2348
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	65
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2413
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	2413
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	286
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
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 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
BRIGHTON RETAIL INC. 401(K)PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BRIGHTON COLLECTIBLES, INC.

D Employer Identification Number (EIN)
86-1148772

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)

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	RECORDKEEPER	5652	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
BRIGHTON RETAIL INC. 401(K)PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BRIGHTON COLLECTIBLES, INC.

D Employer Identification Number (EIN)
86-1148772

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	6391
(2) Participant contributions	1b(2)	0	16856
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	466365	537795
(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)	133495	141873
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2457925	4240276
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	3057785	4943191
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	13653
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	13653
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3057785	4929538

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)	381580	
	(B) Participants	2a(1)(B)	891286	
	(C) Others (including rollovers)	2a(1)(C)	24665	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1297531
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3223	
	(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)	11736	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14959
	(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)	86965	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		86965
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		809795
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2209250
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	287293	
(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)		287293
f Corrective distributions (see instructions)	2f		13653
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)	5663	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5663
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		306609
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1902641
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		30888

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: KAUFMAN & KABANI (2) EIN: 95-3761877

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		123078
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		1500000
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		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)
LEEGIN CREATIVE LEATHER PRODUCTS,	86-1148772	001

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
BRIGHTON RETAIL INC. 401(K)PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BRIGHTON COLLECTIBLES, INC.

D Employer Identification Number (EIN)
86-1148772

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): 04-6568107

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):

Brighton Retail, Inc.

401(k) Profit Sharing Plan

December 31, 2009 and 2008

Table of Contents

	Page
Independent Auditors' Report	1
Statements of Net Assets Available For Plan Benefits	
December 31, 2009 and 2008	2
Statements of Changes in Net Assets Available For Plan Benefits	
Years Ended December 31, 2009 and 2008	3
Summary of Significant Accounting Policies	4
Notes to Financial Statements	5 - 10
Supplemental Schedules:	
Assets Held For Investment Purposes at December 31, 2009	11

All other schedules of additional financial information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

KAUFMAN & KABANI
CERTIFIED PUBLIC ACCOUNTANTS
A PROFESSIONAL CORPORATION

Independent Auditors' Report

To the Administrators of
Brighton Retail, Inc.
401(k) Profit Sharing Plan
14022 Nelson Avenue
City Of Industry, CA 91746 - 2638

We were engaged to audit the statements of net assets available for benefits of Brighton Retail, Inc., 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2009 and 2008, and the related statements of changes in net assets available for plan benefits for the years then ended, and the supplemental schedule of assets held for investment purposes at December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note 2, which was certified by Fidelity Management Trust 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 and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008, and for the years then ended, 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 schedules taken as a whole. The form and content of the information included in the 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 Securities Act of 1974.

Kaufman & Kabani

KAUFMAN & KABANI
Certified Public Accountants
A Professional Corporation

Los Angeles, California
September 20, 2010

Brighton Retail, Inc.
401(k) Profit Sharing Plan

Statements of Net Assets Available For Plan Benefits

	December 31	
	2009	2008
Assets		
Investments:		
Mutual Funds, At Fair Market Value	$ 4,778,071	$ 2,924,290
Loans to Participants	141,873	133,495
Total Investments	4,919,944	3,057,785
Receivables:		
Employer Contributions Receivable	6,391	-
Participants' Contributions Receivable	16,856	-
Total Receivables	23,247	-
Total Assets	4,943,191	3,057,785
Less: Liabilities		
Refund of Excess Participants' Contributions	13,653	-
Net Assets Available for Plan Benefits	$ 4,929,538	$ 3,057,785

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

Brighton Retail, Inc.
401(k) Profit Sharing Plan

Statements of Changes in Net Assets Available for Plan Benefits

	December 31	
	2009	2008
Additions to Net Assets Attributed to:		
Contributions		
Participants (including Rollover Contributions of $24,665 in 2009 and $7,159 in 2008)	$ 915,951	$ 901,342
Employer	381,580	357,093
Refunds of Excess Participants' Contributions	(13,653)	-
Total Contributions	1,283,878	1,258,435
Investment Income / (Loss)		
Interest Income (including Interest on Participant Loans of $11,736 in 2009 and $10,741 in 2008)	14,959	13,631
Dividend Income	86,966	6,831
Net Realized and Unrealized Appreciation (Decline) In Fair Value Of Investments	809,794	(1,075,210)
Total Investment Income / (Loss)	911,719	(1,054,748)
Total Additions	2,195,597	203,687
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	287,293	227,688
Transfers of Assets to an Affiliated Plan	30,888	-
Administrative Fees, Representing Participants' Loan Fees	5,663	1,914
Total Deductions	323,844	229,602
Net Change in Net Assets Available for Plan Benefit	1,871,753	(25,915)
Net Assets Available for Plan Benefits - Beginning of Year	3,057,785	3,083,700
Net Assets Available for Plan Benefits - End of Year	$ 4,929,538	$ 3,057,785

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

Brighton Retail, Inc.
401(k) Profit Sharing Plan

Summary of Significant Accounting Policies

December 31, 2009 and 2008

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value as reported by the Trustee of the Plan. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at their outstanding balance which approximates their market value. Purchases and sales of investments are recorded on a trade-date basis.

Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Payment of Benefits

Benefits are recorded when paid.

1. Description of the Plan

The following description of the Brighton Retail, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. The Plan document provides a more complete description of the Plan.

General – The Plan is a defined contribution plan established on July 1, 2003. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Sponsor – Under a corporate reorganization, on November 1, 2005, Brighton Retail, Inc. merged into Brighton Collectibles, Inc. As of this date, Brighton Collectibles, Inc. became the new Plan Sponsor / Employer. The name of the Plan and the terms of the Plan Document remain unchanged. Brighton Collectibles, Inc. also sponsors another plan.

Eligibility – The Plan covers all full-time employees of Brighton Collectibles, Inc. (the Company) employed by its Retail Division, who are age 18 or older and have completed one year of service.

Contributions – Employees who elect to participate in the Plan may contribute on a pre-tax basis up to 60% of their eligible compensation, subject to certain IRS limitations. Employees over 50 years of age may make additional contributions as permitted by IRS regulations. The Company's matching contribution is equal to 50% of the employee contributions up to 10% of employee's eligible earnings. At year-end, the Company may make an additional discretionary contribution. "Rollover" contributions from other qualified plans are allowed by the Plan. The Company does not match rollover contributions.

Participant Accounts – Each participant's account is credited with (a) Participant's contributions, (b) Plan earnings, and (c) Employer's contributions.

Investment fees are charged to the funds used by the Plan. The prospectuses of these funds provide details on the various types and amounts of investments fees charged to the Plan funds.

Vesting – Participants are fully vested for their contributions, including rollovers, plus actual earnings thereon. Vesting on company contributions is based on years of service. The vesting schedule in effect is as follows:

Years of Service	Percentage Vested
1	20
2	40
3	60
4	80
5 or more	100

1. Description of the Plan - (Continued)

Plan Investments – The Plan's assets are held in trust and the Plan offers 24 investment options. The participants select the percentage of contributions to be allocated to each investment option and allocations. Participants' contributions are withheld from their paychecks and remitted to the Trustee. The participants' accounts are credited with actual earnings on the underlying investments. Earnings on investments include interest income, realized and unrealized gains or losses and dividends from the funds.

Trustee – Fidelity Management Trust Company is the Plan Trustee ("Trustee") and holds the Plan assets.

Payment of Benefits – Upon retirement, or death or disability if earlier, or termination of employment, the balance in the participant's account is paid to the participant or his or her beneficiary in a lump sum or in cash installments over a maximum of five years. Participants may withdraw funds prior to retirement, death, or termination if the participant qualifies for a hardship withdrawal as defined by the Internal Revenue Code.

Participants' Loans – Subject to government regulations and a $1,000 minimum amount, participants may borrow up to the lesser of 50% of their vested portion of their account or $50,000. Loan terms range from one to five years or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing rates as determined by the plan administrator. Principal and interest is repaid through payroll deductions. Other restrictions as specified in the Plan documents may apply to the participants' loan.

Forfeitures – The portion of a participant's account that is not vested is forfeited when the participant's employment with the Company is terminated. These forfeitures may be used by the Plan sponsor to reduce future employer contributions payable under the Plan. At December 31, 2009 and 2008, the balances in the forfeiture account amounted to $29 and $1,166, respectively. During the years ended December 31, 2009 and 2008, forfeiture funds applied to reduce employer contributions payable to the Plan, amounted to $15,450 and $18,860, respectively.

Plan Termination – The Company anticipates and believes that the Plan will continue but reserves the right to terminate the Plan in whole or in part at any time. The Company has the right, under terms of the Plan, to discontinue its contributions at any time and to terminate the Plan. In the event the Plan is terminated, participants will become fully vested in their accounts and their accounts will be distributed as soon as possible.

1. Description of the Plan - Continued

Risk and Uncertainties – The Plan invests in various financial investments. Financial investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain financial investments, it is at least reasonably possible that changes in the values of investments 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.

2. Information Certified by the Trustee

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedules as of December 31, 2009 and 2008 and for the years then ended, that was prepared or derived from information prepared by the Trustee and furnished to the Plan Administrator:

a) Statements of Net Assets Available for Benefits, except for contributions receivable and payable
b) Statements of changes in Net Assets Available for Benefits, except for contributions.
c) Supplemental schedule.

The Plan Administrator has obtained a certification from the Trustee that such information is complete and accurate.

3. Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits is as follows:

	Net Asset Value	
	December 31, 2009	*December 31, 2008*
Fidelity Contrafund Fund	$ 434,805	$ 246,086
Fidelity Intermediate Bond	264,064	175,050
Fidelity Value	266,397	-
Fidelity Diversified International	309,912	181,005
Fidelity Freedom 2010 Fund	333,423	218,558
Fidelity Freedom 2020 Fund	776,288	506,120
Fidelity US Bond Index	-	154,324
Fidelity Retirement Money Market	537,795	466,365
Fidelity Freedom 2025	257,848	-

4. Fair Value Measurement

The Plan's investments are reported at fair value in the accompanying statements of net assets available for Plan benefits. The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

	Investments at Fair Value as of December 31, 2009		
	Level 1	Level 3	Total
Mutual funds	$ 4,778,071	$ -	$ 4,778,071
Participant Loans	-	141,873	141,873
Total Assets at Fair Value	$ 4,778,071	$ 141,873	$ 4,919,944

	Investments at Fair Value as of December 31, 2008		
	Level 1	Level 3	Total
Mutual Funds	$ 2,924,290	$ -	$ 2,924,290
Participant Loans	-	133,495	133,495
Total Assets at Fair Value	$ 2,924,290	$ 133,495	$ 3,057,785

The Fair Value Measurements and Disclosures Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are described below:

Level 1
Values are unadjusted quoted prices for identical assets and liabilities in active markets accessible at the measurement date.

Level 2
Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3
Certain inputs are unobservable, supported by little or no market activity, and significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of fair value.

At the year ended December 31, 2009, no Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

4. Fair Value Measurement - Continued

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

	2009	2008
Balance at January 1, 2009	$ 133,495	$ 105,586
Issuance, transfers and settlements, net	8,378	27,909
Balance at December 31, 2009	$ 141,873	$ 133,495

5. Income Tax Status

The Plan has received an opinion letter from the Internal Revenue Service dated December 5, 2001, stating that the written form of the underlying prototype plan document is qualified under Section 401(a) of the Code, and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt. The plan sponsor adopted this prototype plan on November 1, 2003.

6. Administrative Expenses

All administrative expenses of the Plan, other than participants' loan fees are paid by the Company.

7. Party-in-Interest Transactions

Fidelity Management Trust Company, the Trustee, is party-in-interest with respect to the Plan. The Plan investments are shares of mutual funds managed by Fidelity Investments, which is an affiliate of the Trustee and, therefore, these transactions, together with participant loan fees, qualify as party-in-interest transactions. The records of the Plan indicate no party-in-interest transactions, which are prohibited by ERISA Section 406 and for which no statutory or administrative exemption exists.

8. Late Transfer of Participants' Contributions

During the year ended December 31, 2009 the Company was late in transferring participants' contributions and loan deductions to the Plan on multiple occasions, for an aggregate amount of approximately $123,000. In August 2010, the Company corrected such late deposits by compensating the Plan for lost earnings of $63, computed using VFCP calculator.

9. Subsequent Events

There have been no other material subsequent events. Subsequent Events were evaluated through September 20, 2010, the date these financial statements were available to be issued.

Brighton Retail, Inc.
401(k) Profit Sharing Plan

Schedule of Assets Held For Investment Purposes

At December 31, 2009

	Description	Number Of Units/Shares	Cost	Fair Market Value
Mutual Funds:				
Fidelity Contrafund	Large Growth	7,461	$ 425,351	$ 434,805
Fidelity Intermediate Bond	Intermediate - Term Bond	26,016	258,584	264,064
Fidelity Value	Mid - Cap Value	4,679	294,202	266,397
Fidelity Low Price Stock	Mid - Cap Blend	7,030	240,330	224,527
Fidelity Equity Income II	Large Value	6,237	121,437	101,843
Fidelity Diversified International	Foreign Large Growth	11,068	322,965	309,912
Fidelity Mid-Cap Stock	Mid - Cap Growth	6,624	154,804	155,136
Fidelity Large Cap Stock	Large Growth	6,420	91,127	96,234
Fidelity Small Cap Stock	Small Blend	7,577	112,186	120,780
Fidelity Freedom Income	Life Cycle Fund	3,639	40,190	39,087
Spartan Total Market Index	Large Blend	1,934	59,589	61,067
Fidelity Retirement Money Market	Money Market	537,795	537,795	537,795
Fidelity US Bond Index	Intermediate - Term Bond	21,873	238,230	241,919
Fidelity Freedom 2000	Life Cycle Fund	1,593	18,226	18,081
Fidelity Freedom 2010	Life Cycle Fund	26,652	345,574	333,423
Fidelity Freedom 2020	Life Cycle Fund	61,856	825,846	776,288
Fidelity Freedom 2030	Life Cycle Fund	17,083	217,807	211,653
Fidelity Freedom 2040	Life Cycle Fund	14,193	107,199	101,624
Fidelity Freedom 2005	Life Cycle Fund	309	2,848	3,095
Fidelity Freedom 2015	Life Cycle Fund	14,358	147,352	149,609
Fidelity Freedom 2025	Life Cycle Fund	24,817	274,961	257,848
Fidelity Freedom 2035	Life Cycle Fund	3,825	38,693	39,243
Fidelity Freedom 2045	Life Cycle Fund	3,658	25,855	30,980
Fidelity Freedom 2050	Life Cycle Fund	319	2,493	2,661
Participants' Loans - Interest rate ranges from 4.25% to 10% p.a., with various maturity dates				141,873
Total			**$ 4,903,644**	**$ 4,919,944**

Note: All of the investments are with a party-in-interest to the Plan.

Form **5558**
(Rev. January 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

► **For Privacy Act and Paperwork Reduction Act Notice, see instructions on page 3.**

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)

Number, street, and room or suite no. (If a P.O. box, see instructions)

City or town, state, and ZIP code

B **Filer's identifying number (see instructions).**

☐ Employer identification number (EIN).

☐ Social security number (SSN)

C Plan name	Plan number	Plan year ending— MM	DD	YYYY
1				
2				
3				

Part II Extension of Time to File Form 5500 or Form 5500-EZ *(see instructions)*

1 I request an extension of time until ____/____/____ to file Form 5500 or Form 5500-EZ.

The application **is automatically approved** to the date shown on line 1 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and **(b)** the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note. A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 *(see instructions)*

2 I request an extension of time until ____/____/____ to file Form 5330.
You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ► **a**

b Enter the payment amount attached . . . . . ► **b**

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ► **c**

3 **State in detail why you need the extension**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► **Date** ►

Brighton Retail, Inc.
401(k) Profit Sharing Plan

Schedule of Assets Held For Investment Purposes

At December 31, 2009

	Description	Number Of Units/Shares	Cost	Fair Market Value
Mutual Funds:				
Fidelity Contrafund	Large Growth	7,461	$ 425,351	$ 434,805
Fidelity Intermediate Bond	Intermediate - Term Bond	26,016	258,584	264,064
Fidelity Value	Mid - Cap Value	4,679	294,202	266,397
Fidelity Low Price Stock	Mid - Cap Blend	7,030	240,330	224,527
Fidelity Equity Income II	Large Value	6,237	121,437	101,843
Fidelity Diversified International	Foreign Large Growth	11,068	322,965	309,912
Fidelity Mid-Cap Stock	Mid - Cap Growth	6,624	154,804	155,136
Fidelity Large Cap Stock	Large Growth	6,420	91,127	96,234
Fidelity Small Cap Stock	Small Blend	7,577	112,186	120,780
Fidelity Freedom Income	Life Cycle Fund	3,639	40,190	39,087
Spartan Total Market Index	Large Blend	1,934	59,589	61,067
Fidelity Retirement Money Market	Money Market	537,795	537,795	537,795
Fidelity US Bond Index	Intermediate - Term Bond	21,873	238,230	241,919
Fidelity Freedom 2000	Life Cycle Fund	1,593	18,226	18,081
Fidelity Freedom 2010	Life Cycle Fund	26,652	345,574	333,423
Fidelity Freedom 2020	Life Cycle Fund	61,856	825,846	776,288
Fidelity Freedom 2030	Life Cycle Fund	17,083	217,807	211,653
Fidelity Freedom 2040	Life Cycle Fund	14,193	107,199	101,624
Fidelity Freedom 2005	Life Cycle Fund	309	2,848	3,095
Fidelity Freedom 2015	Life Cycle Fund	14,358	147,352	149,609
Fidelity Freedom 2025	Life Cycle Fund	24,817	274,961	257,848
Fidelity Freedom 2035	Life Cycle Fund	3,825	38,693	39,243
Fidelity Freedom 2045	Life Cycle Fund	3,658	25,855	30,980
Fidelity Freedom 2050	Life Cycle Fund	319	2,493	2,661
Participants' Loans - Interest rate ranges from 4.25% to 10% p.a., with various maturity dates				141,873
Total			**$ 4,903,644**	**$ 4,919,944**

Note: All of the investments are with a party-in-interest to the Plan.