

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2008</u> and ending <u>12/31/2008</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BIRTHDAY EXPRESS RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>02/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>02/01/2002</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>02/01/2002</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>CELEBRATE EXPRESS, INC.</u> <u>5915 SOUTH MOORLAND ROAD</u> <u>NEW BERLIN, WI 53151</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>91-1644428</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>262-901-2000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>454110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>91-1644428</u>	2c Sponsor's telephone number <u>262-901-2000</u>	2d Business code (see instructions) <u>454110</u>	
2b Employer Identification Number (EIN) <u>91-1644428</u>					
2c Sponsor's telephone number <u>262-901-2000</u>					
2d Business code (see instructions) <u>454110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	03/04/2011	DAVID KARST
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CELEBRATE EXPRESS, INC. 5915 SOUTH MOORLAND ROAD NEW BERLIN, WI 53151	3b Administrator's EIN 91-1644428 3c Administrator's telephone number 262-901-2000
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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
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5 Total number of participants at the beginning of the plan year	5	445
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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	221
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	221
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	221
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	64
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	
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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 3E

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
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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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008		
A Name of plan BIRTHDAY EXPRESS RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CELEBRATE EXPRESS, INC.	D Employer Identification Number (EIN) 91-1644428	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	10157	29455
(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)	699	23543
(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)	729878	396464
(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	740734	449462

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	740734	449462
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	121724	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		121724

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	331	
(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)	1003	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1334
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		-242144
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-119086

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	165897	
(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)		165897
f Corrective distributions (see instructions)	2f		5685
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)	604	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		604
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		172186

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-291272
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: FREYBERG HINKLE ASHLAND POWERS & ST

(2) EIN: 39-1531945

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		250000
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?			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

- 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)

INDEPENDENT AUDITOR'S REPORT

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

DECEMBER 31, 2008

TABLE OF CONTENTS

	<u>Page</u>
Independent Auditor's Report	1
Financial Statements	
Statements of Net Assets Available for Benefits	Exhibit I 2
Statements of Changes in Net Assets Available for Benefits	Exhibit II 3
Notes to Financial Statements	4 - 10
Supplemental Schedule	
Schedule of Assets Held at End of Year	Schedule 1 11 - 12

Note: Other 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 have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Birthday Express
Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the Birthday Express Retirement Savings Plan (the Plan) as of December 31, 2008, and for the year then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of and for the year ended December 31, 2007 were audited by other auditors. 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 (ERISA), the Plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 23, 2008, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by 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 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 certification from the trustee as of and for the year ended December 31, 2008, 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 December 31, 2008 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and schedule other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

*Freyberg Hinkle
Ashland Powers & Stowell S.C.*

Brookfield, Wisconsin
February 10, 2011

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Statements of Net Assets Available for Benefits
December 31, 2008 and 2007**

	<u>2008</u>	<u>2007</u>
ASSETS		
Investments, at fair value		
Cash and cash equivalents	\$ 29,455	\$ 10,157
Mutual funds	396,464	729,878
Participant loans	<u>23,543</u>	<u>699</u>
Total assets	<u>\$ 449,462</u>	<u>\$ 740,734</u>
Net assets available for benefits	<u>\$ 449,462</u>	<u>\$ 740,734</u>

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

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2008 and 2007**

	<u>2008</u>	<u>2007</u>
Additions to (reductions from) net assets attributed to:		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ (261,899)	\$ 1,220
Investment income	20,086	53,449
Loan interest	1,003	85
	<u>\$ (240,810)</u>	<u>\$ 54,754</u>
Participants' contributions	<u>121,724</u>	<u>174,230</u>
Total additions (reductions)	<u>\$ (119,086)</u>	<u>\$ 228,984</u>
Deductions from net assets attributed to:		
Benefits paid to participants	\$ 171,582	\$ 125,169
Corrective distributions		19,638
Other fees	604	454
Total deductions	<u>\$ 172,186</u>	<u>\$ 145,261</u>
Net increase (decrease)	\$ (291,272)	\$ 83,723
Net assets available for benefits		
Beginning of year	<u>740,734</u>	<u>657,011</u>
End of year	<u><u>\$ 449,462</u></u>	<u><u>\$ 740,734</u></u>

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

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
December 31, 2008 and 2007**

1. Description of the Plan

The following description of the Plan is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution plan covering all eligible employees of Celebrate Express, Inc. (the Company) who have completed six months of continuous service with the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Plan administration

Fidelity Management Trust Company (the Trustee) has been appointed trustee for the Plan. The Plan is administered by the Company.

Contributions

A participant may elect to make pre-tax contributions up to the maximum percentage allowable not exceeding the limits of the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. As determined annually by the Company, matching contributions equal to a discretionary percentage may be made. The Company did not match the deferrals of participant contributions in 2008 or 2007.

Participant accounts

Individual accounts are maintained for each participant of the Plan. These accounts reflect the participant's contribution and related Company matching contributions as well as the participant's share of the Plan's investment income (loss) and any fees directly allocated to their account. Allocations of the Plan's investment income (loss) are based on earnings or participant account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment alternatives

Participants may direct the investment of their account balances in multiples of one percent to any of the defined investment options offered by the Plan and maintained by the Trustee. Participants may change their investment options daily.

Vesting

Participant contributions to the Plan and earnings thereon are immediately vested 100%. Company contributions are 100% vested after the participant has achieved one year of service, although Company contributions will always be 100% vested after the participant reaches normal retirement age.

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
December 31, 2008 and 2007**

1. Description of the Plan (continued)

Benefits

Upon death, disability, termination or retirement (normal retirement age is 65) a participant or the participant's beneficiary is entitled to receive the participant's entire account balance. A participant may elect to receive benefit payments in the form of a lump-sum or rollover payment. All vested account balances less than \$5,000 are distributed in a lump-sum. Certain withdrawals are permitted during employment for financial hardship or upon attainment of age 59½ as defined in the Plan.

Loans to participants

At the discretion of the Plan administrator, loans may be made to participants for the lesser of \$50,000 or 50% of the participant's vested interest with a minimum loan amount of \$1,000. The loans are secured by the balance in the participant's account and bear interest at 6%. This rate is determined by the Plan administrator as of the date each loan is made. The term of a loan may be up to five years unless the loan is made for the purchase of the participant's principal residence, in which case the term of the loan shall be consistent with the applicable laws and regulations. Principal and interest is paid ratably through payroll deductions.

Forfeited accounts

If a participant is not 100% vested at termination, the non-vested portion of their employer contributions account is placed in a separate account and used to reduce future employer contributions and administrative expenses. At December 31, 2008 and 2007, there were no forfeited non-vested accounts.

Administrative expenses

Certain administrative expenses of maintaining the Plan are paid by the Company. Certain transaction fees are paid directly by the participants.

2. Summary of significant accounting policies

Basis of presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
December 31, 2008 and 2007**

2. Summary of significant accounting policies (continued)

Valuation of investments and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Net appreciation (depreciation) in fair value of investments includes gains and losses on investments bought and sold as well as held during the year.

Security transactions are recognized on the trade-date. Interest income is recognized when earned.

Benefits paid

Benefits paid to participants or beneficiaries are recorded when paid.

3. Investments

Investments that represent 5% or more of the Plan's net assets at December 31, 2008 and 2007 were as follows:

	2008		2007	
	No. Shares	Fair Value	No. Shares	Fair Value
Fidelity Management Trust Company				
Cash and cash equivalents				
Fidelity Retirement Money Market	29,455.460	\$ 29,455		\$
Mutual funds				
Fidelity Aggressive Growth Fund			1,615.182	37,182
Fidelity Diversified International Fund	1,933.182	41,583	2,276.237	90,822
Fidelity Dividend Growth Fund	2,259.863	35,683	1,804.540	53,053
Fidelity Freedom 2020 Fund	3,834.097	38,533		
Fidelity Freedom 2030 Fund			2,281.078	37,683
Fidelity Intermediate Bond	5,028.658	45,711	5,112.596	51,893
Fidelity Investment Grade Bond Fund			10,107.789	72,675
Fidelity Value Fund	897.282	35,766	961.081	72,091
Participant loans		23,543		

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$(261,899) and \$1,220 for the years ended December 31, 2008 and 2007.

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
December 31, 2008 and 2007**

4. Fair value measurement

Financial Accounting Standards Board (FASB) Statement No. 157, *Fair Value Measurements*, provides a 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 Statement No. 157 are described as follows:

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

Level 2 Inputs to the valuation methodology includes

- 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.

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, 2008 and 2007.

Cash and cash equivalents: Valued at cost, which approximates fair value.

Mutual funds: Valued at quoted market prices, which represents the net asset value 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.

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
December 31, 2008 and 2007**

4. Fair value measurement (continued)

The following summarizes by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008 and 2007:

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$	\$ 29,455	\$	\$ 29,455
Mututal funds	396,464			396,464
Participant loans			23,543	23,543
Total assets at fair value	\$ 396,464	\$ 29,455	\$ 23,543	\$ 449,462

Assets at Fair Value as of December 31, 2007				
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$	\$ 10,157	\$	\$ 10,157
Mututal funds	729,878			729,878
Participant loans			699	699
Total assets at fair value	\$ 729,878	\$ 10,157	\$ 699	\$ 740,734

The following summarizes the changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2008:

	<u>Participant Loans</u>
Balance, beginning of year	\$ 699
Loan withdrawals, net of repayments	22,844
Balance, end of year	\$ 23,543

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
December 31, 2008 and 2007**

5. Trustee certification

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, all investment information disclosed in the accompanying financial statements and supplemental schedule including investments held, net realized and unrealized appreciation (depreciation) in fair value of investments and investment income were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the Trustee. The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and schedule.

	<u>2008</u>	<u>2007</u>
Investments	\$ 425,919	\$ 740,035
Participant loans	23,543	699
Net appreciation (depreciation) in fair value of investments	(261,899)	1,220
Investment income	20,086	53,449

6. Tax status

The Plan received a determination letter from the Internal Revenue Service dated March 31, 2008 stating that the prototype document of the Plan and its underlying trust qualify under the applicable sections of the IRC of 1986, as amended, and therefore, are exempt from federal income taxes. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

7. Plan termination

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

The Company was acquired by BuySeasons, Inc. in 2008. Pursuant to the terms of that acquisition, the Plan terminated and all assets were transferred to the BuySeasons, Inc. Retirement Plan. The title and control of all assets of the Plan transferred to the successor plan by the effective date of June 30, 2009.

**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
December 31, 2008 and 2007**

8. Party-in-interest transactions

Transactions involving funds managed by the Trustee and participant loans are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations. Fees paid to the Trustee for investment management are deducted against investment returns.

9. Risks and uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the values of investments, it is at least reasonably possible that changes in the value 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.

10. Excess contributions

The Plan did not satisfy the required nondiscrimination tests during 2008 and 2007. Certain highly compensated employees in the Plan had excess contributions and earnings or loss thereon totaling \$19,638 returned to them in 2007 as required to satisfy the relevant nondiscrimination provisions of the Plan. Certain highly compensated employees in the Plan had excess contributions totaling \$16,286 during 2008. These contributions have not yet been returned, but the Plan is working on correcting these excess contributions through employer qualified nonelective contributions. The excess contributions and earnings or loss thereon are recorded as corrective distributions in the plan year in which they are paid.

ADDITIONAL INFORMATION

**BIRTHDAY EXPRESS
PROFIT SHARING PLAN AND TRUST**

Plan Sponsor: Celebrate Express, Inc.

Plan Sponsor EIN: 91-1644428

Plan Number: 001

**Schedule H, Line 4i - Schedule of Assets Held at End of Year
December 31, 2008**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
	Cash and cash equivalents			
*	Fidelity Retirement Money Market	29,455.460	**	\$ 29,455
	Fidelity Management Trust Company			
	Mutual funds			
*	Fidelity Aggressive Growth Fund	1,238.463	**	\$ 14,428
*	Fidelity Blue Chip Growth Fund	711.926	**	18,731
*	Fidelity Contrafund	148.435	**	6,718
*	Fidelity Diversified International Fund	1,933.182	**	41,583
*	Fidelity Dividend Growth Fund	2,259.863	**	35,683
*	Fidelity Equity Income Fund	84.491	**	2,608
*	Fidelity Equity Income II Fund	62.269	**	829
*	Fidelity Export & Multinational Fund	288.832	**	4,162
*	Fidelity Fifty	513.118	**	5,660
*	Fidelity Freedom 2000 Fund	48.578	**	488
*	Fidelity Freedom 2010 Fund	1,729.819	**	17,921
*	Fidelity Freedom 2015 Fund	282.869	**	2,421
*	Fidelity Freedom 2020 Fund	3,834.097	**	38,533
*	Fidelity Freedom 2030 Fund	1,856.328	**	18,118
*	Fidelity Freedom 2040 Fund	3,703.095	**	20,700
*	Fidelity Freedom Income Fund	50.591	**	484
*	Fidelity Fund	26.758	**	609
*	Fidelity Growth Company Fund	288.420	**	14,121
*	Fidelity Intermediate Bond	5,028.658	**	45,711
*	Fidelity Investment Grade Bond Fund	1,385.909	**	8,801
*	Fidelity Large Cap Stock Fund	492.039	**	4,930
*	Fidelity Low Price Stock Fund	553.308	**	12,793
*	Fidelity Mid-Cap Stock Fund	348.785	**	5,445

See accompanying notes and auditor's opinion

**BIRTHDAY EXPRESS
PROFIT SHARING PLAN AND TRUST**

Plan Sponsor: Celebrate Express, Inc.

Plan Sponsor EIN: 91-1644428

Plan Number: 001

**Schedule H, Line 4i - Schedule of Assets Held at End of Year
December 31, 2008**

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments Par Value, Interest Rate, Maturity Date, and Number of Shares	Cost	Current Value
	Fidelity Management Trust Company			
	Mutual funds (continued)			
*	Fidelity OTC Portfolio	13.748	**	\$ 387
*	Fidelity Overseas Fund	222.744	**	5,586
*	Fidelity Puritan Fund	1,390.761	**	18,163
*	Fidelity Real Estate Investment Portfolio	271.641	**	4,240
*	Fidelity Small Cap Value Fund	35.985	**	335
*	Fidelity Value Fund	897.282	**	35,766
*	Spartan Total Market Index Fund	419.231	**	10,510
	Total mutual funds			\$ <u>396,464</u>
* Participant loans, interest rate of 6%, maturities ranging from 2010 to 2013				\$ <u>23,543</u>
	Total investments			\$ <u><u>449,462</u></u>

* Represents a party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

**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 sections 104 and 4065 of the
Employee Retirement Security Act of 1974 (ERISA) and section 6058(a) of the
Internal Revenue Code (the Code).

► **File as an Attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2008

**This Form is Open to
Public Inspection.**

For calendar year 2008 or fiscal plan year beginning _____, and ending _____,

A Name of plan BIRTHDAY EXPRESS RETIREMENT SAVINGS PLAN	B Three-digit plan number ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CELEBRATE EXPRESS, INC.	D Employer Identification Number 91-1644428

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). 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 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 7.

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 ► 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.

6a 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 7 and 8 and complete line 9.

7 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

8 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. (See instructions) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See Instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements . . . ☐ the ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 **Schedule R (Form 5500) 2008**

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**BIRTHDAY EXPRESS
RETIREMENT SAVINGS PLAN**

**Statements of Net Assets Available for Benefits
December 31, 2008 and 2007**

	<u>2008</u>	<u>2007</u>
ASSETS		
Investments, at fair value		
Cash and cash equivalents	\$ 29,455	\$ 10,157
Mutual funds	396,464	729,878
Participant loans	<u>23,543</u>	<u>699</u>
Total assets	<u>\$ 449,462</u>	<u>\$ 740,734</u>
Net assets available for benefits	<u>\$ 449,462</u>	<u>\$ 740,734</u>

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