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 08/01/2009 and ending 07/31/2010

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
RETAIL CONCEPTS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 08/01/1989

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

10560 BISSONNET STREET
SUITE 100
HOUSTON, TX 77099

2b Employer Identification Number (EIN) 74-2120086

2c Sponsor's telephone number 281-340-5000

2d Business code (see instructions) 451110

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.	05/03/2011	KAREN GIBSON
	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")

RETAIL CONCEPTS, INC.

10560 BISSONNET STREET
SUITE 100
HOUSTON, TX 77099

3b Administrator's EIN: 74-2120086

3c Administrator's telephone number: 281-340-5000

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**	250
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**	242
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	30
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	272
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	272
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	134
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2E 2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 08/01/2009 and ending 07/31/2010

A Name of plan
RETAIL CONCEPTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
74-2120086

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).. . . . . [X] 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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

ARIEL DISTRIBUTORS, LLC

20-5784407

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

DAVIS DISTRIBUTORS, LLC

85-0360310

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

FRED ALGER & COMPANY, INCORPORATED

13-2510833

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

LORD ABBETT DISTRIBUTOR, LLC

90 HUDSON STREET
JERSEY CITY, NJ 07032

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

MFS FUND DISTRIBUTORS, INC.

04-2747644

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

OPPENHEIMER FUNDS INC.

13-2527171

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

PHOENIX - VIRTUS

56 PROSPECT STREET
PO BOX 150480
HARTFORD, CT 06115

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP ROAD
SANTA FE, NM 87506

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

VAN KAMPEN ASSET MANAGEMENT

13-5130700

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

VAN KAMPEN FUNDS INC.

36-2811402

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

VICTORY CAPITAL MANAGEMENT

13-2700161

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

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

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

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

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)

ADP BROKER-DEALER

22-3319984

(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?
63 60 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ADP, INC.

22-1467904

(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?
50 15 37 64	RECORD KEEPER	1144	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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 52 99	DIRECTED TRUSTEE	0	Yes [X] No [ ]	Yes [X] No [ ]	5730	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 ☐

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
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARIEL DISTRIBUTORS, LLC 20-5784407	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS ANNUAL RATE .001 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRED ALGER & COMPANY, INCORPORATED 13-2510833	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS ANNUAL RATE .002 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE .0015 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE .002 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIONEER INVESTMENT MANAGEMENT, INC 13-1961193	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS ANNUAL RATE .005 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	60 63 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VAN KAMPEN FUNDS INC. 36-2811402	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS ANNUAL RATE .0015 OF AVERAGE DAILY ASSETS ANNUAL RATE .001 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE .0025 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE .0015 OF AVERAGE DAILY ASSETS ANNUAL RATE .005 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE .0067 OF AVERAGE DAILY ASSETS ANNUAL RATE .0076 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS FUND DISTRIBUTORS, INC. 04-2747644	ANNUAL RATE .005 OF AVERAGE DAILY ASSETS ANNUAL RATE .0015 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STATE STREET CORPORATION	64 52 99	5730

(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.
ADP, INC. 22-1467904	PERFORM A YEAR END ALLOCATION BASED ON TOTAL $ / TOTAL # OF PLANS AS OF 12/31 WITH EACH SSGA INVESTMENT AND APPLY .5 TO AMOUNT

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 08/01/2009 and ending 07/31/2010

A Name of plan
RETAIL CONCEPTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RETAIL CONCEPTS, INC.

D Employer Identification Number (EIN)
74-2120086

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-065	C	45651

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA STABLE VALUE FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-2675543-001	C	743857

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 08/01/2009 and ending 07/31/2010

A Name of plan
RETAIL CONCEPTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
74-2120086

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)		
(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)	49458	62947
(9) Value of interest in common/collective trusts	1c(9)	634985	789507
(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)	1172783	1479468
(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	1857226	2331922
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1857226	2331922

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)		
	(B) Participants	2a(1)(B)	324412	
	(C) Others (including rollovers)	2a(1)(C)	16613	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		341025
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(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)	4123	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4123
	(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)	11819	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		11819
	(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)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		14056
(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)		176075
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		547098
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	71257	
(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)		71257
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1145	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1145
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		72402
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		474696
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)** [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: HARPER & PEARSON CO. P.C. **(2)** EIN: 74-1695587

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		186000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 08/01/2009 and ending 07/31/2010

A Name of plan
RETAIL CONCEPTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
74-2120086

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): 57-1198022

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):

April 27, 2011

Harper & Pearson Company, P.C.
One Riverway, Suite 1000
Houston, Texas 77056

We are providing this letter in connection with your audits of the financial statements and supplemental schedule of Retail Concepts, Inc. 401(K) Plan (The Plan) as of July 31, 2010 and 2009, and for the year ended July 31, 2010.

As permitted by Regulation 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), we instructed you not to perform any auditing procedures with respect to information prepared and certified to by State Street Global Bank and Trust Company, the trustee, in accordance with DOL Regulation 2520.103-5, except for comparing the information with the related information included in the financial statements and supplemental schedule. Because of the significance of the information which you did not audit, we understand that you will not express an opinion on the financial statements and schedule taken as a whole.

We are responsible for the fair presentation in the Plan's financial statements of net assets available for plan benefits and changes in net assets available for plan benefits in conformity with generally accepted accounting principles in the United States and for the fair presentation of the accompanying supplemental schedule in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. We are also responsible for adopting sound accounting policies, establishing and maintaining internal control, and preventing and detecting fraud.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors. We recognize that you are placing reliance on the representations that we have made to you, both in writing and orally. Consequently, we represent to you that all of our oral and written representation made to you and reflected in all the written documents that we have provided to you are correct and without error. In that regard, if any of the representations made to you during these engagements were incorrect for any reason, we will indemnify and hold you harmless for any errors that might be contained in our financial statements.

We confirm to the best of our knowledge and belief, the following representations made to you during your audits.

1. We have designed our internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States.

2. We have disclosed to you all deficiencies in the design or operation of internal control over financial reporting including separately disclosing to you all such deficiencies that we believe to be significant deficiencies or material weaknesses in internal control over financial reporting. We have not provided this information to you in writing and it is our current assessment that there are no significant deficiencies in the design or operation of internal control over financial reporting.

3. We have designed our internal and operational controls over our assets to ensure that our assets are adequately protected from theft, misuse, or damage and the internal and operational controls over our liabilities to ensure that they are properly and timely recorded and paid in accordance with relevant terms and conditions.

4. We recognize that an audit is not designed to nor can be relied upon to detect all errors, irregularities, illegal acts, fraudulent financial reporting or misappropriation of assets or other forms of theft. We have not requested you to conduct any additional procedures, including fraud related audit procedures, that might be employed to detect fraudulent financial reporting or misappropriation of assets to determine if any fraudulent financial reporting or misappropriation of assets has occurred.

5. The financial statements referred to above and related footnotes are fairly presented in conformity with generally accepted accounting principles in the United States, and the notes include all disclosures required by laws and regulations to which the Plan is subject, including the DOL Rules and Regulations for Reporting and Disclosure under ERISA and we specifically confirm that:

    a. The Plan's accounting principles, and the practices and methods followed in applying them, are as disclosed in the financial statements.

    b. There have been no changes during the period audited in the Plan's accounting principles and practices that have not been disclosed to you in writing.

    c. We have no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.

    d. The Plan has satisfactory title of all owned assets, and there are no liens or encumbrances on such assets nor have any assets been pledged.

    e. We have identified all accounting estimates that could be material to the financial statements, including the key factors and significant assumptions underlying those estimates, and we believe the estimates are reasonable in the circumstances. There are no such estimates that may be subject to material change in the near-term that have not been properly disclosed in the financial statements. We understand that near-term means the period within one year of the date of the financial statements. In addition, we have no knowledge of concentrations existing at the date of the financial statements that make the Plan vulnerable to the risk of severe impact that have not been properly disclosed in the financial statements. We further understand that severe impact means a significant financially disruptive effect on the normal function of the Plan.

    f. The significant accounting policies reflected in Note A to our financial statements accurately represent all significant accounting policies that impact the accounting for transactions and balances reflected in our financial statements. No additional accounting policies should be disclosed to make our financial statements not misleading. The policies also reflect our accounting policies for commitments, contingencies, and other off balance sheet transactions and accounts, if any. We confirm to you that we have complied with each of these policies in preparing our accounting records and financial statements during the year. All exceptions are noted herein. (all exceptions should be listed here by client)

g. We have read and understand all applicable accounting principles associated with our methods of recognizing revenue and confirm to you that our revenue recognition methods are in accordance with generally accepted accounting principles at July 31, 2010 and 2009. We specifically do not believe that any of the revenues recognized for years ended July 31, 2010 and 2009 should be reflected as deferred revenue and amortized into income over some period of time to better recognize the actual earnings process because the earnings process was fully completed at the time the revenue was recorded.

6. We have made available to you all:

   a. Financial records and related data.

   b. All minutes of the meetings of Plan administrative committee/trustees for the period from August 1, 2009 through the date of this letter or summaries of actions of recent meetings for which minutes have not yet been prepared.

   c. Plan instruments, trust agreements, insurance contracts, or investment contracts and amendments to such documents, including amendments to comply with applicable laws.

7. The following have been properly recorded or disclosed in the financial statements:

   a. Related-party transactions, including transactions with parties-in-interest, as defined in ERISA section 3(14) and regulations there under, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties.

   b. Guarantees, whether written or oral, under which the Plan is contingently liable.

8. There are no-

   a. Violations or possible violations of laws and regulations (including ERISA, DOL and IRS regulations) whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.

   b. Compliance violations or possible compliance violations with the terms and conditions as defined by our Plan document.

   c. Inconsistencies between our Plan document and our Company's practices or policies with respect to any matters associated with our Plan including, but not limited to, the calculation of employee and employer contributions to the Plan, timing of employee deferrals and employer matching contributions to be paid into the Plan by the Company, the employee compensation amounts from which the Company's contributions or employee withholdings have been calculated, eligible compensation as defined by the Plan versus compensation as determined by Company policy, etc.

   d. Pending or threatened litigation, claims, or unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with generally accepted accounting principles. We have not consulted an attorney regarding pending or threatened litigation, claims, unasserted claims or assessments.

   e. Other material liabilities or gain or loss contingencies that are required to be accrued or disclosed by generally accepted accounting principles.

f. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.

g. Other matters (e.g., breach of fiduciary responsibilities, nonexempt transactions, loans in default, or events that may jeopardize the tax status) that legal counsel have advised us that must be disclosed.

h. Written or oral side agreements that impact additions, deductions or any balances reflected in our accounting records or financial statements that have not been properly recorded in our financial statements and provided to you in writing.

i. Intentions to terminate the Plan.

9. We are not aware of internal accounting control weaknesses that could have a material impact on our financial statements or that should be brought to your attention. We conduct a sufficient amount of internal control reviews to timely and effectively detect all material errors, irregularities, including fraud and defalcations, and illegal acts, consequently we do not believe that any material errors, irregularities, including fraud and defalcations, and illegal acts have occurred during the periods ended July 31, 2010 and 2009 or subsequently through the date of our signing of this letter. We are also not aware of any material misappropriations of the Plan's assets. This representation also includes no knowledge of a combination of errors, irregularities, including fraud and defalcations, illegal acts and asset misappropriations in the aggregate that would be material.

10. We have no knowledge of fraud or suspected fraud involving:

    a. Fraudulent financial reporting or misappropriation of assets involving trustees, directors, administrators, management or employees who have significant roles in internal control. We confirm to you that if we had any knowledge of fraud of any nature, involving anyone associated with the Plan, the Plan's assets, financial statements, or other, we would have provided evidence of the fraud or misappropriations of assets to you in writing. We have not made that written disclosure to you and we confirm that we are not aware of any of these matters involving our Plan.

    b. Fraudulent financial reporting or misappropriation of assets involving other employees that could have a material effect on the financial statements including any communications received from employees, former employees or others. We recognize that as a result of a small administrative and accounting staff that strong internal controls and segregation of duties cannot be fully developed; however, we believe that the controls in place adequately prevent material theft, irregularities (including defalcation and fraud) or illegal acts and in the event these, occur, we believe that our internal control systems and internal audit procedures are adequate to detect them on a timely basis.

    c. We understand that the term "fraud" refers to misstatements arising from fraudulent financial reporting and misstatement arising from misappropriation of assets. Misstatements arising from fraudulent financial reporting are intentional misstatements, or omissions of amounts or disclosures in financial statements to deceive financial statement users. Misstatements arising from misappropriation of assets involve the theft of an entity's assets where the effect of the theft causes the financial statements not to be presented in conformity with generally accepted accounting principles.

11. We confirm to you that we are not aware of any matters that would suggest that employees, management, Plan Administrators, Plan Trustees, or others associated with the Plan have at any time during 2010 and 2009, or subsequently, overridden the accounting or operating systems, bypassed

internal controls or segregation of duties, or conducted any activities that would alter, modify, change or in any way cause our accounting records and financial statements to not be complete, accurate and in accordance with generally accepted accounting principles in the United States. We also confirm to you that should we become aware of these types of matters we will immediately inform you in writing of the circumstances and take responsibility for the resolution of such matters identified and reported to you.

12. We confirm to you that there were no illegal acts, violations of any laws or regulations, or other matters conducted by the Plan, its employees, administrators, trustees, management, or others associated with the Plan that should be reported to you in writing and either recorded in our accounting records and financial statements or disclosed in a footnote to our financial statements at July 31, 2010 and 2009. We also confirm to you that should we become aware of these types of matters, we will immediately inform you in writing of the circumstances and take responsibility for the resolution of such matter identified and reported to you.

13. The Plan has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

14. Financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.

15. The methods and significant assumptions to determine fair values of our debt and equity securities are in accordance with generally accepted accounting principles in the United States. The methods and significant assumptions used result in a measure of fair value appropriate for financial statement measurement and disclosure purposes.

16. All required filings of Plan documents with the appropriate agencies have been made. The Prototype Standardized Profit Sharing Plan obtained its latest opinion letter on February 14, 1992, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been subsequently amended, however we believe that the Plan continues to be in compliance with applicable requirements of the Internal Revenue Code.

17. The Plan is qualified under the appropriate section of the Internal Revenue Code and we intend the Plan to continue as a qualified Plan. The Plan Sponsor has operated the Plan and trust in a manner that did not jeopardize this tax status.

18. The Plan has complied with the fidelity bonding requirements of ERISA.

19. There are no-

    a. Non-exempt party-in-interest transactions (as defined in ERISA section 3(14) and regulations under the section) that were not disclosed in the supplemental schedule or financial statements.

    b. Investments or loans in default or considered to be uncollectible that were not disclosed in the supplemental schedule.

    c. Reportable transactions (as defined in ERISA section 103(b)(3)(H) and regulations under that section) that were not disclosed in the supplemental schedule.

20. We have apprised you, in writing, of all communications, whether written or oral, with regulatory agencies concerning the operation of the Plan. There are no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices or other Plan

matters that could have a material effect on the financial statements in the event of noncompliance.

21. No events have occurred subsequent to the date of the Plan's financial statements and through the date of this letter that would require additional adjustments to or disclosures in the aforementioned financial statements.

22. We have read and studied the financial statements and are in complete agreement with the amounts and disclosures.

23. We have reviewed the audit adjustment passed and are in complete agreement that the financial statements do not require adjustment for this passed entry in order for our financials to be stated in accordance with generally accepted accounting principles in the United States. We also believe that the effect of this uncorrected amount on the financial statements is immaterial to the financial statements taken as a whole. The misstatement reflected below results from the matters as disclosed on the adjustment and we are not aware of any additional misstatements that should be brought to your attention or recorded in order to make our financial statements not misleading. In making this determination, we have considered the impact, if any, on third parties reading our financial statements and whether they might be influenced in any manner by the non-recording of this adjustment.

1	Adjustment to Reflect Contract Value	5,692	
	Investments: SSGA Stable Value Fund		5,692
	(to record adjustment to reflect contract value)		

24. We have fully and truthfully responded to all inquiries made to us by you during your audits.

25. We have properly notified all participants over the age of fifty and allowed them to elect or decline the additional catch-up contribution of $5,500 for 2010.

26. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan received in communication from employees, former employees, participants, former participants, regulators, third party administrators, trustees, or others.

27. The Plan has complied with the Department of Labor's regulations concerning the timely remittance of participants' contributions to the trust containing assets for the Plan.

28. We will notify you in advance of our intent to include your report, in whole or in part, in any document other than Form 5500 filed with a regulatory agency or printed, in whole or in part, for any reason, and you will have the opportunity to review such report matter before its filing or issuance

29. We obtained and reviewed the service auditor's SAS No. 70 report for the asset custodian and the recordkeeper and we have implemented and are performing the applicable user controls identified in these reports.

30. In making these representations to you, we are acknowledging our knowledge and understanding of all matters represented to you and that we have had sufficient opportunity to discuss any unclear matters contained herein with either yourselves or other knowledgeable parties. This includes but is not limited to, the matters specifically related to the Plan, generally accepted accounting principles in the United States, the various Financial Accounting Standards Board pronouncements, ERISA and DOL requirements, and others. In signing below, we are representing to you that we are fully

knowledgeable of the representations made to you and believe them to be fully accurate and complete. As part of our due diligence conducted in making these representations to you, we have discussed these representations in sufficient detail with management, Plan Administrator and Trustees to ensure that they are fully aware of the representations being made to you at this time and they are in agreement with our representations to you and know of no additional matters that should be brought to your attention.

Retail Concepts, Inc. 401(K) Plan

B. F. Stanley 4/27/2011

Mr. B. Frank Stanley (~~Chief Operating Officer~~ President / CFO) Date

Ms. Karen Gibson 4/27/2011

Ms. Karen Gibson (Human Resources Manager) Date

Plan Name: RETAIL CONCEPTS, INC. 401(K) PLAN
Plan Number: 003

Employer EIN: 74-2120086
Run Date: 12/28/2010

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)		(d)Cost	(e)Current Value
	SSGA S&P 500 INDEX FUND	Common / Collective Trust	4,287.2937	n/a	45,650.81
	SSGA STABLE VALUE FUND	Common / Collective Trust	57,114.8016	n/a	743,856.55
	ARIEL FUND	Registered Investment Company	2,431.8790	n/a	97,469.71
	INVESCO REAL ESTATE - A	Registered Investment Company	4,317.2337	n/a	85,351.72
	LORD ABBETT MID-CAP VAL FD - P	Registered Investment Company	6,378.3763	n/a	84,194.57
	ALGER MID CAP GROWTH INSTL - I	Registered Investment Company	7,333.6128	n/a	85,949.94
	OPPENHEIMER CAPITAL APPREC - A	Registered Investment Company	4,556.9896	n/a	169,474.45
	OPPENHEIMER GLOBAL FUND - A	Registered Investment Company	5,928.9974	n/a	316,489.89
	PIMCO TOTAL RETURN FUND - A	Registered Investment Company	10,241.3360	n/a	116,751.23
	ALLIANZ NFJ SMALL-CAP VALUE -A	Registered Investment Company	506.1216	n/a	12,572.06
	THORNBURG INTL VALUE FUND-A	Registered Investment Company	5,359.6831	n/a	131,312.24
	VICTORY SPECIAL VALUE FUND - A	Registered Investment Company	6,149.9887	n/a	84,685.34
	DAVIS NEW YORK VENTURE FUND- A	Registered Investment Company	2,155.2915	n/a	65,132.91
	T.ROWE PRICE RETIREMENT 2020-R	Registered Investment Company	104.4949	n/a	1,533.99
	T.ROWE PRICE RETIREMENT 2030-R	Registered Investment Company	177.4318	n/a	2,682.77
	T.ROWE PRICE RETIREMENT 2040-R	Registered Investment Company	902.9198	n/a	13,643.12
	MFS TOTAL RETURN FUND - R2	Registered Investment Company	977.7703	n/a	12,935.90
	T. ROWE PRICE RETIREMENT INC-R	Registered Investment Company	388.4263	n/a	4,808.72
	T.ROWE PRICE RETIREMENT 2010-R	Registered Investment Company	1,840.5048	n/a	26,098.36
	VIRTUS MID-CAP VALUE FUND - A	Registered Investment Company	115.5027	n/a	2,247.68
	INVVK COMSTOCK A	Registered Investment Company	12,021.2323	n/a	166,133.43
	Participant Loans	Interest Rates (4.25% to 9.25%)		n/a	62,947.07
			TOTAL		2,331,922.46

NOTE: The following is specifically for Form 5500 reporting.

The difference between Participant Loans on this Schedule and Participant Loans reported on Form 5500 Schedule H or I is the amount of DDLs. Loan amounts shown here include DDLs, while loan amounts reported on 5500 forms do not include DDLs.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

RETAIL CONCEPTS, INC. 401(K) PLAN

FINANCIAL STATEMENTS

JULY 31, 2010 AND 2009

CONTENTS

Page

Independent Auditor's Report 2

Statements of Net Assets Available for Plan Benefits 3

Statement of Changes in Net Assets Available for Plan Benefits 4

Notes to Financial Statements 5-11

Schedule of Assets (Held at End of Year) 12-13

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrative Committee of
Retail Concepts, Inc. 401(K) Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for plan benefits of Retail Concepts, Inc. 401(K) Plan (the Plan) as of July 31, 2010 and 2009, and the related statement of changes in net assets available for plan benefits for the year ended July 31, 2010 and the supplemental schedule of assets (held at end of year) as of July 31, 2010. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The Plan Administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended July 31, 2010 and 2009, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 generally accepted auditing standards in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Harper & Pearson Company, P.C.

Houston, Texas
April 27, 2011

One Riverway · Suite 1000 · Houston, Texas 77056-1973 · 713.622.2310 · 713.622.5613 fax

harperpearson.com

	2010	2009
ASSETS		
Investments:		
Common/collective trusts	$ 789,507	$ 634,985
Registered investment companies	1,479,468	1,172,783
Participant loans	62,947	49,458
Total Investments	2,331,922	1,857,226
Employer contribution receivable	108,812	-
TOTAL ASSETS	2,440,734	1,857,226
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 2,440,734	$ 1,857,226

See accompanying notes.

RETAIL CONCEPTS, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEAR ENDED JULY 31, 2010

ADDITIONS ATTRIBUTED TO:	
INVESTMENT INCOME	
Net investment gain from common/collective trusts	$ 14,056
Net investment gain from registered investment companies	176,075
Dividend income from registered investment companies	11,819
Interest income from participant loans	4,123
TOTAL INVESTMENT INCOME	206,073
CONTRIBUTIONS	
Employer	108,812
Employees	324,412
Rollover	16,613
TOTAL ADDITIONS	655,910
DEDUCTIONS ATTRIBUTED TO:	
Benefits paid to participants	71,257
Administrative expenses	1,145
TOTAL DEDUCTIONS	72,402
NET INCREASE	583,508
NET ASSETS AVAILABLE FOR PLAN BENEFITS - Beginning	1,857,226
NET ASSETS AVAILABLE FOR PLAN BENEFITS - Ending	$ 2,440,734

See accompanying notes.

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Retail Concepts, Inc. 401(K) Plan (the Plan) was adopted effective January 1, 1986 to establish a savings and investment plan for the exclusive benefit of the employees of Retail Concepts, Inc. (the Company) and their beneficiaries. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Presentation - The financial statements of the Plan are prepared on the accrual basis of accounting, which is acceptable under the Department of Labor Rules and Regulations. Interest income is recognized when earned.

Estimates - The preparation of financial statements in conformity with 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.

Risks and Uncertainties - The Plan provides for several investment options which are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

Valuation of Investments - 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. In accordance with the policy of stating investments at fair value, net investment gain or loss is included in the carrying value of related investments in the statements of net assets available for plan benefits and the changes in the net investment gain or loss are reflected in the statement of changes in net assets available for plan benefits.

Benefit-Responsive Fund - The SSGA Stable Asset Fund invests primarily in investment contracts that are fully benefit-responsive and provide that Plan participant-initiated withdrawals permitted under the Plan will be paid at contract value. These investment contracts have two components: (1) a portfolio of securities or underlying assets and (2) a wrap contract. Pursuant to the contract, the issuer of the contract (wrap provider) undertakes to repay the principal amount deposited plus accrued interest less expenses to fund participant-directed withdrawals, transfers and loans. The crediting rate of the investment contract is a function of the relationship between the market value, yield and duration of the underlying assets versus the contract value. If the positive adjustment for the portion of net assets attributable to fully benefit-responsive investment contracts from fair value to contract value increases, the crediting rate at the next reset date will be negatively impacted and vice versa. Interest rate change is a key factor that can influence future crediting rates because it impacts the value, yield and duration of the underlying securities. At July 31, 2009 and 2010, contract value approximates fair value.

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The net weighted average yield earned, which is different from the interest rate credited to participants, by the entire fund was 5.36% and 7.02% for the years ended December 31, 2009 and 2008, respectively. The net weighted interest rate credited to participants in the funds was 1.48% and 2.12% for the years ended July 31, 2010 and 2009, respectively.

Investment contracts held by the SSGA Stable Asset Fund are fully participating contracts. In a fully participating contract, the asset and liability risks may be transferred from the wrap provider to the SSGA Stable Asset Fund in the event of a termination or non-participant directed withdrawal, transfer or loan, or the occurrence of certain contract-specific termination provisions. The risk of these events happening is not probable.

Federal Income Tax - The Company adopted a non-standardized prototype 401(k) and profit sharing plan (the "Prototype Plan") with deferral arrangements. The Prototype Plan received a favorable opinion letter from the Internal Revenue Service on November 6, 2001, which stated that the Prototype Plan and related trust constitutes a qualified trust under Section 401(b) of the Internal Revenue Code and is therefore, exempt from federal income taxes. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, the Plan Administrator believes the Plan was qualified and the related trust was tax-exempt as of July 31, 2010.

Generally accepted accounting principles (GAAP) provide detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an entity's financial statements. GAAP requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. The Plan believes that all significant tax positions utilized by the Plan will more likely than not be sustained upon examination. As of July 31, 2010, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are from the year 2007 forward (with limited exceptions). Tax penalties and interest, if any, would be accrued as incurred and would be classified as tax expense in the statement of changes in net assets available for plan benefits.

Subsequent Events - The Company has evaluated subsequent events through April 27, 2011, the date the financial statements were available to be issued. No subsequent events occurred, which require adjustment or disclosure to the financial statements at July 31, 2010.

NOTE B PLAN DESCRIPTION

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

Participation - An employee is eligible to become a participant in the Plan after completing 800 hours of service within the first six months of employment and having attained the age of 21 or after being credited with one year of service and having attained the age of 21. Upon becoming eligible, the employee is automatically enrolled in the Plan with 2% of compensation deferred from each payroll.

Contributions - Participants may elect to make contributions to the Plan in an annual amount ranging from 0% to 90% of their compensation. Contributions are made through authorized payroll reductions. These contributions by individual employees are limited to $16,500 in 2010. This limitation is adjusted periodically to reflect cost-of-living increases. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions ($5,500 for 2010).

For each Plan year, the Company may elect to contribute a matching contribution equal to a certain percentage of the employee's contribution. For the year ending July 31, 2010, the employer elected to make a matching contribution amounting to 50% of each participant's deferral up to 6% of each participant's compensation. The Company may also make an additional contribution, in an amount determined solely at the discretion of the Directors. Such additional discretionary contributions, if any, are allocated pro rata to all participants who fulfill the participation eligibility requirements at the Plan year end based upon the proportion of the participant's compensation to the total compensation of all eligible participants. There was no additional discretionary contribution for the year ended July 31, 2010.

Vesting - A participant is immediately fully vested with respect to the portion of his or her account attributable to participant contributions. A participant becomes fully vested in Company contributions upon the earlier of: (1) six years of service or (2) attainment of age 65. Vesting of 20% of Company contributions occurs upon two years of service, 40% upon three years of service, 60% upon four years of service, 80% upon five years of service and 100% upon six years of service.

Forfeitures of account balances not fully vested are applied to reduce Company matching contributions. For the year ended July 31, 2010, forfeitures amounting to $113 will be carried forward to reduce future employer contributions.

Forms of Benefits - Distributions from the Plan will generally be made in one lump-sum payment. If the amount payable is $1,000 or less, the participant may receive a lump sum distribution as soon as feasible following the date of termination. If the amount payable is greater than $1,000 but less than $5,000, the participant's vested account balance will be directly rolled over as soon as practical after notice to the participant into an individual retirement account maintained by an entity selected by the Company. If the amount payable is greater than $5,000, the participant must give written consent before the distribution can be made. Participants may elect to receive installments over a period of not more than his or her assumed life expectancy.

NOTE B PLAN DESCRIPTION (CONTINUED)

Participant Loans - Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer between the investment fund and the participant loan fund. Loan terms range from 1 to 5 years or longer 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. Interest rates on loans outstanding at July 31, 2010 range from 4.25% to 9.25%. Principal and interest is paid ratably through monthly payroll deductions.

Investments - Each participant directs the investment of their account into any of the investment options designated by the Plan Administrator. Each participant account is credited with the participant's contribution, the Company's contributions, and a pro rata share of the earnings of each fund in which the participant has invested.

Administration - The Company, as the Plan Administrator, may, at its discretion, pay the Plan's administrative expenses. Any Plan expenses not paid by the Company will be paid by the Plan. Substantially all Plan expenses were paid by the Company for the year ended July 31, 2010.

Plan Termination - The Company has the right under the Plan to terminate the Plan subject to provisions set forth in ERISA (1974). Upon termination, all participants would become fully vested in their accrued benefits as of the date of termination.

NOTE C INVESTMENTS

Investments are recorded at fair market value. The following table details the investments of the Plan, as certified by State Street Bank and Trust Company, as of July 31, 2010 and 2009:

	2010	2009
Individual Investments Which Comprise 5% or More of Plan Net Assets:		
Common/Collective Trusts		
SSGA Stable Value Fund	$ 743,857	$ 605,018
Registered Investment Companies		
Oppenheimer Capital Appreciation Fund	169,474	153,275
Oppenheimer Global Fund	316,490	250,108
Thornburg International Value Fund	131,312	112,499
PIMCO Total Return Fund	116,751	74,108
Invesco Van Kampen Comstock Fund	166,133	157,527
Summary of Other Smaller Individual Investments:		
Common/Collective Trusts	45,650	29,967
Registered Investment Companies	579,308	425,266
Participant Loans	62,947	49,458
	$ 2,331,922	$ 1,857,226

NOTE C INVESTMENTS (CONTINUED)

2010 investment income, as certified by State Street Bank and Trust Company, is as follows:

Net investment gain from common/collective trusts	$ 14,056
Net investment gain from registered investment companies	176,075
Dividend income from registered investment companies	11,819
Interest income from participant loans	4,123
	$ 206,073

State Street Bank and Trust Company has also certified the information contained in the supplemental schedule of assets (held at end of year).

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 supplemental schedule.

NOTE D FAIR VALUE DISCLOSURES

Generally accepted accounting principles provide a framework for measuring fair value using a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether the inputs to those valuation techniques are observable or unobservable. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments and the lowest priority to unobservable inputs. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The financial instrument'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. These inputs are summarized in the three broad levels listed below:

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

Level 2 – Other significant observable inputs (including quoted prices in active markets for similar assets or liabilities), or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

NOTE D FAIR VALUE DISCLOSURES (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during 2010 and 2009.

Registered investment companies are valued at the net asset value of shares held by the Plan at year end.

Common/collective trust funds are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

Participant loans represent the outstanding principal balances of the loans and are 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.

The fair values of investments are categorized as follows at July 31, 2010 and 2009:

	2010			
	Level 1	Level 2	Level 3	Total
Registered investment companies	$ 1,479,468	$ -	$ -	$ 1,479,468
Common/collective trust funds		789,507	-	789,507
Participant loans	-	-	62,947	62,947
Total assets at fair value	$ 1,479,468	$ 789,507	$ 62,947	$ 2,331,922

	2009			
	Level 1	Level 2	Level 3	Total
Registered investment companies	$ 1,172,783	$ -	$ -	$ 1,172,783
Common/collective trust funds		634,985	-	634,985
Participant loans	-	-	49,458	49,458
Total assets at fair value	$ 1,172,783	$ 634,985	$ 49,458	$ 1,857,226

There were no significant transfers in and/or out of the fair value categories during 2010 and 2009.

NOTE D FAIR VALUE DISCLOSURES (CONTINUED)

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended July 31, 2010 and 2009:

	Participant Loans
Balance, as of July 31, 2008	$ 51,675
Loan Repayments	(10,317)
Loan Issuances	8,100
Balance, as of July 31, 2009	49,458
Loan Repayments	(12,353)
Loan Issuances	25,842
Balance, as of July 31, 2010	$ 62,947

NOTE E PARTIES-IN-INTEREST

The Plan invests in various funds managed by State Street Global Advisors. These investments are considered party-in-interest transactions because State Street Bank and Trust Company serves as trustee of the Plan. The Plan Sponsor has approved of these investment options.

NOTE F RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at July 31, 2010 to Schedule H of Form 5500:

Net assets available for plan benefits per the financial statements	$ 2,440,734
Employer contribution receivable	(108,812)
Net assets available for plan benefits per Schedule H, Form 5500	$ 2,331,922

The following is a reconciliation of the net increase in plan assets per the financial statements for year ended July 31, 2010 to Schedule H of Form 5500:

Net increase for the year per the statement of changes in net assets available for plan benefits	$ 583,508
Less: Current year employer contribution receivable	(108,812)
Net income per Schedule H, Form 5500	$ 474,696

The Form 5500 is prepared on a cash basis with regard to contributions receivable.

Plan Number 003 EIN 74-2120086

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	(A)	4,287.2937 shares - SSGA S&P 500 Index Fund	**	$ 45,651
*	(A)	57,114.8016 shares - SSGA Stable Value Fund	**	743,857
	(B)	2,431.8790 shares - Ariel Fund	**	97,470
	(C)	4,317.2337 shares - Invesco Real Estate Fund	**	85,352
	(D)	6,378.3763 shares - Lord Abbett Mid-Cap Value Fund	**	84,194
	(E)	7,333.6128 shares - Alger MidCap Growth Institutional Fund	**	85,950
	(F)	4,556.9896 shares - Oppenheimer Capital Appreciation Fund	**	169,474
	(F)	5,928.9974 shares - Oppenheimer Global Fund	**	316,490
	(G)	10,241.3360 shares - PIMCO Total Return Fund	**	116,751
	(H)	506.1216 shares - Allianz NFJ Small-Cap Value Fund	**	12,572
	(I)	5,359.6831 shares - Thornburg International Value Fund	**	131,312
	(J)	6,149.9887 shares - Victory Special Value Fund	**	84,685
	(K)	12,021.2323 shares - Invesco Van Kampen Comstock Fund	**	166,133
	(L)	2,155.2915 shares - Davis New York Venture Fund	**	65,133
	(M)	104.4949 shares - T. Rowe Price Retirement 2020 Fund	**	1,534
	(M)	177.4318 shares - T. Rowe Price Retirement 2030 Fund	**	2,683

Plan Number 003 EIN 74-2120086

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	(M)	902.9198 shares - T. Rowe Price Retirement 2040 Fund	**	13,643
	(M)	388.4263 shares - T. Rowe Price Retirement Inc. Fund	**	4,809
	(M)	1,840.5048 shares - T. Rowe Price Retirement 2010 Fund	**	26,098
	(N)	977.7703 shares - MFS Total Return Fund	**	12,936
	(O)	115.5027 shares - Virtus Mid-Cap Value Fund	**	2,248
*	Participant Loans	Loans to Participants with interest rates ranging from 4.25% to 9.25%.		62,947
				$ 2,331,922

* Represents a party in interest.
** Cost omitted for participant directed investments
(A) All transactions were with State Street Global Advisors.
(B) All transactions were with Ariel Capital Management, LLC.
(C) All transactions were with Invesco Aim Management Group, Inc.
(D) All transactions were with Lord Abbett & Company.
(E) All transactions were with Fred Alger Management, Inc.
(F) All transactions were with OppenheimerFunds, Inc.
(G) All transactions were with Pacific Investment Management Company.
(H) All transactions were with NFJ Investment Group.
(I) All transactions were with Thornburg Management Company.
(J) All transactions were with Victory Capital Management, Inc.
(K) All transactions were with Invesco Funds.
(L) All transactions were with Davis Funds.
(M) All transactions were with T. Rowe Price.
(N) All transactions were with Massachusetts Financial Services Company.
(O) All transactions were with Phoenix Investment Partners, Ltd.