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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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
EXCEPTIONAL BRANDS, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2005

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

1902 INDUSTRIAL BLVD.
ABILENE, TX 79602

2b Employer Identification Number (EIN)
26-0905347

2c Sponsor's telephone number
325-698-2600

2d Business code (see instructions)
722110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2011	DAVID E. OHRE, TRUSTEE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2011	DAVID E. OHRE, TRUSTEE
	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")
EXCEPTIONAL BRANDS, LLC

1902 INDUSTRIAL BLVD.
ABILENE, TX 79602

3b Administrator's EIN
26-0905347

3c Administrator's telephone number
325-698-2600

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**	167
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**	119
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	7
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	126
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	126
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	36
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
EXCEPTIONAL BRANDS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
EXCEPTIONAL BRANDS, LLC

D Employer Identification Number (EIN)
26-0905347

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
LINCOLN NATIONAL LIFE INSURANCE CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year (f) From	Policy or contract year (g) To
35-0472300	65676	GP 35362	36	01/01/2010	12/31/2010

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
567	360

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
MML INVESTORS SERVICES INC
PO BOX 8089
BOSTON, MA 02266

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	Fees and other commissions paid (d) Purpose	(e) Organization code
567	20	BASED ON AGGREGATE VALUE OF CONTRACTS PLACED AND RETAINED	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
FOLEY BENEFITS GROUP LLC
1127 EAST HOME ROAD P O BOX 1728
SPRINGFIELD, OH 45501

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	Fees and other commissions paid (d) Purpose	(e) Organization code
	340	BASED ON AGGREGATE VALUE OF CONTRACTS PLACED AND RETAINED	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	29753
5	Current value of plan's interest under this contract in separate accounts at year end	5	250706

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP VAR ANNUITY W/GUAR FUND

b	Balance at the end of the previous year			7b	25443
c	Additions: (1) Contributions deposited during the year	7c(1)	8924		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	871		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	91		
	▶ MAY INCLUDE - LOAN REPAY/FORF/ TAKEOVER/ADJUSTMENTS				
	(6) Total additions			7c(6)	9886
d	Total of balance and additions (add **b** and **c(6)**).			7d	35329
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	5033		
	(2) Administration charge made by carrier	7e(2)	222		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	321		
	▶ MAY INCLUDE - LOAN ISSUES/FORF/FEES CORRECTIVES/ADJUSTMENTS/INS PREM				
	(5) Total deductions			7e(5)	5576
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	29753

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
EXCEPTIONAL BRANDS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXCEPTIONAL BRANDS, LLC

D Employer Identification Number (EIN)
26-0905347

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

LINCOLN NATIONAL CORPORATION

35-1140070

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

STADION MONEY MANAGEMENT

58-2099805

(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

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)

LINCOLN NATIONAL CORPORATION

35-1140070

(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?
13	SERVICE PROVIDER	1956	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STADION MONEY MANAGEMENT

58-2099805

(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?
26	SERVICE PROVIDER	1164	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
EXCEPTIONAL BRANDS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EXCEPTIONAL BRANDS, LLC

D Employer Identification Number (EIN)
26-0905347

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: GTEE GUARANTEED ACCOUNT

b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION

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)
35-1140070-100	P	29753

a Name of MTIA, CCT, PSA, or 103-12 IE: SA12 GOVERNMENT CORPORATE BOND

b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION

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)
35-1140070-112	P	2877

a Name of MTIA, CCT, PSA, or 103-12 IE: SA14 SHORT TERM

b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION

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)
35-1140070-114	P	2179

a Name of MTIA, CCT, PSA, or 103-12 IE: SA17 MEDIUM CAPITALIZATION EQUITY

b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION

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)
35-1140070-117	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SA19 ALLIANCEBERNSTEIN VPS GROWTH A

b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION

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)
35-1140070-119	P	2173

a Name of MTIA, CCT, PSA, or 103-12 IE: SA20 HIGH YIELD BOND

b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION

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)
35-1140070-120	P	645

a Name of MTIA, CCT, PSA, or 103-12 IE: SA23 LARGE CAPITALIZATION EQUITY

b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION

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)
35-1140070-123	P	13

a Name of MTIA, CCT, PSA, or 103-12 IE: SA24 SMALL CAPITALIZATION EQUITY			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-124	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	637
a Name of MTIA, CCT, PSA, or 103-12 IE: SA27 LVIP SSGA S&P 500 INDEX			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-127	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	14579
a Name of MTIA, CCT, PSA, or 103-12 IE: SA28 VALUE EQUITY			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-128	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	7113
a Name of MTIA, CCT, PSA, or 103-12 IE: SA29 LVIP T. ROWE PRICE GROWTH STOC			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-129	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	16023
a Name of MTIA, CCT, PSA, or 103-12 IE: SA31 ALLIANCEBERNSTEIN VPS GLOBAL T			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-131	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1340
a Name of MTIA, CCT, PSA, or 103-12 IE: SA34 AMERICAN FUNDS NEW PERSPECTIVE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-134	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6499
a Name of MTIA, CCT, PSA, or 103-12 IE: SA35 FIDELITY VIP CONTRAFUND			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-135	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	56
a Name of MTIA, CCT, PSA, or 103-12 IE: SA36 LVIP SSGA SMALLCAP INDEX			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-136	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4118
a Name of MTIA, CCT, PSA, or 103-12 IE: SA46 AMERICAN FUNDS SMALLCAP WORLD			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-146	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6966
a Name of MTIA, CCT, PSA, or 103-12 IE: SA48 AMERICAN FUNDS GROWTH FUND OF			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-148	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	14512

a Name of MTIA, CCT, PSA, or 103-12 IE: SA49 AMERICAN FUNDS INVESTMENT COMP			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-149	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	15166
a Name of MTIA, CCT, PSA, or 103-12 IE: SA54 AMERICAN FUNDS EUROPACIFIC GRO			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-154	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	12920
a Name of MTIA, CCT, PSA, or 103-12 IE: SA55 LVIP COHEN AND STEERS GLOBAL R			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-155	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	13
a Name of MTIA, CCT, PSA, or 103-12 IE: SA57 FIDELITY VIP EQUITYINCOME			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-157	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1901
a Name of MTIA, CCT, PSA, or 103-12 IE: SA58 FIDELITY VIP GROWTH			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-158	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	5284
a Name of MTIA, CCT, PSA, or 103-12 IE: SA59 FIDELITY VIP OVERSEAS			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-159	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	500
a Name of MTIA, CCT, PSA, or 103-12 IE: SA61 DELAWARE VIP VALUE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-161	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	7183
a Name of MTIA, CCT, PSA, or 103-12 IE: SA63 FTVIPT FRANKLIN SMALLMID CAP G			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-163	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6963
a Name of MTIA, CCT, PSA, or 103-12 IE: SA64 JANUS ASPEN ENTERPRISE PORTFOL			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-164	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	7037
a Name of MTIA, CCT, PSA, or 103-12 IE: SA65 MFS VIT GROWTH SERIES			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-165	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	16

a Name of MTIA, CCT, PSA, or 103-12 IE: SA67 MFS VIT UTILITIES SERIES			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	76
a Name of MTIA, CCT, PSA, or 103-12 IE: SA75 BLACKROCK AURORA			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-175	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: SA76 BLACKROCK SMALL MIDCAP GROWTH			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-176	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2263
a Name of MTIA, CCT, PSA, or 103-12 IE: SA77 BLACKROCK ENERGY AND RESOURCES			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-177	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	644
a Name of MTIA, CCT, PSA, or 103-12 IE: SA80 BLACKROCK LARGE CAP VALUE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-180	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8090
a Name of MTIA, CCT, PSA, or 103-12 IE: SA81 BLACKROCK CAPITAL APPRECIATION			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-181	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	916
a Name of MTIA, CCT, PSA, or 103-12 IE: SA83 BLACKROCK MIDCAP VALUE EQUITY			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-183	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	82
a Name of MTIA, CCT, PSA, or 103-12 IE: SA86 FTVIPT TEMPLETON GLOBAL BOND S			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-186	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2470
a Name of MTIA, CCT, PSA, or 103-12 IE: SA87 DELAWARE VIP LIMITEDTERM DIVER			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-187	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	154
a Name of MTIA, CCT, PSA, or 103-12 IE: SA92 AMERICAN CENTURY VP INFLATION			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-192	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	51

a Name of MTIA, CCT, PSA, or 103-12 IE: SA94 DELAWARE VIP EMERGING MARKETS			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-194	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	81
a Name of MTIA, CCT, PSA, or 103-12 IE: SA95 LVIP DELAWARE FOUNDATION CONSE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-195	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	7020
a Name of MTIA, CCT, PSA, or 103-12 IE: SA96 LVIP DELAWARE FOUNDATION MODER			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-196	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4511
a Name of MTIA, CCT, PSA, or 103-12 IE: SA97 LVIP DELAWARE FOUNDATION AGGRE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-197	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	14346
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL1 LVIP WILSHIRE 2010 PROFILE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-701	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	130
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL2 LVIP WILSHIRE 2020 PROFILE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-702	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL3 LVIP WILSHIRE 2030 PROFILE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-703	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	290
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL4 LVIP WILSHIRE 2040 PROFILE			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-704	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1496
a Name of MTIA, CCT, PSA, or 103-12 IE: SATG STADION MANAGED GROWTH			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-707	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	33350
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL5 LVIP SSGA INTERNATIONAL INDEX			
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION			
c EIN-PN 35-1140070-708	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8467

a Name of MTIA, CCT, PSA, or 103-12 IE: SAL6 LVIP SSGA BOND INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-709	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7967
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL7 LVIP DELAWARE SPECIAL OPPORTUN		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-710	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL8 SSGA RUSSELL LARGE CAP VALUE I		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-711	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5582
a Name of MTIA, CCT, PSA, or 103-12 IE: SAL9 SSGA RUSSELL LARGE CAP GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-712	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3854
a Name of MTIA, CCT, PSA, or 103-12 IE: SALA SSGA S&P MIDCAP INDEX NON-LEND		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-713	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5192
a Name of MTIA, CCT, PSA, or 103-12 IE: SALB SSGA RUSSELL SMALL CAP VALUE I		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-714	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2982
a Name of MTIA, CCT, PSA, or 103-12 IE: SALC SSGA RUSSELL SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-715	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3100
a Name of MTIA, CCT, PSA, or 103-12 IE: SA1C AMERICAN FUNDS HIGH-INCOME TRU		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-716	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 189
a Name of MTIA, CCT, PSA, or 103-12 IE: SA1E AMERICAN FUNDS BOND FUND OF AM		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL CORPORATION		
c EIN-PN 35-1140070-717	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 631
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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
EXCEPTIONAL BRANDS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXCEPTIONAL BRANDS, LLC

D Employer Identification Number (EIN)
26-0905347

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)	0	3653
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	190362	250706
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	25443	29753
(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	215805	284112
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	742	
k Total liabilities (add all amounts in lines 1g through1j)	1k	742	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	215063	284112

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)	11216	
(B) Participants	2a(1)(B)	50700	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		61916
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)	157	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		157
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		26823
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		88896
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19847	
(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)		19847
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		19847
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		69049
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: GAYNOR AND MORRIS, PC (2) EIN: 73-1307750

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		300000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
EXCEPTIONAL BRANDS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXCEPTIONAL BRANDS, LLC

D Employer Identification Number (EIN)
26-0905347

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): 35-1140070

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** 12

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):

GAYNOR & MORRIS, P.C.

Certified Public Accountants

5610 S. MEMORIAL, SUITE A
TULSA, OKLAHOMA 74145-9013
(918) 664-8780 • FAX (918) 664-8782

JAMES P. GAYNOR, CPA
GEORGE D. MORRIS, CPA

INDEPENDENT ACCOUNTANT'S REPORT

To The Trustees
EXCEPTIONAL BRANDS, LLC 401(K) PLAN
Abilene, Texas

We were engaged to audit the accompanying statement of net assets available for benefits of Exceptional Brands, LLC 401(k) Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule of assets held for investment at year end. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Lincoln National Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2010 and 2009 that the information provided to the plan administrator by the custodian 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 taken as a whole. The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the custodian, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

Gaynor Morris, P.C.

Gaynor & Morris, P.C.
September 26, 2011

EXCEPTIONAL BRANDS, LLC 401(K) PLAN
Statement of Net Assets Available for Benefits
December 31, 2010 and 2009

ASSETS

	2010	2009
Receivables:		
Employer Contributions	$ 399	$ 328
Participants' Contributions	1,810	1,577
Notes Receivable from Participants	3,653	-
Total Receivables	5,862	1,905
Investments at Fair Value:		
Interests in Pooled Separate Accounts	250,706	190,362
Investment in Guaranteed Contract	29,753	25,443
Total Investments	280,459	215,805
Total Assets	286,321	217,710

LIABILITIES

Accounts Payable	0	742
Total Liabilities	0	742
Net Assets Available for Benefits	$ 286,321	$ 216,968

The accompanying notes are an integral part of these financial statements

EXCEPTIONAL BRANDS, LLC 401(K) PLAN
Statement of Changes in Net Assets Available for Benefits
December 31, 2010

	2010
Additions to Net Assets Attributed to:	
Investment Income:	
Net Appreciation (Depreciation) in Fair Value of Investments	$ 26,823
Interest Income	157
	26,980
Contributions:	
Employer	11,287
Employee	50,933
	62,220
Total Additions	89,200
Deductions in Net Assets Attributed To:	
Benefits Paid to Participants	19,847
Total Deductions	19,847
Net Increase	69,353
Net Assets Available for Benefits:	
Beginning of Year	216,968
End of Year	$ 286,321

The accompanying notes are an integral part of these financial statements

EXCEPTIONAL BRANDS LLC

Schedule of Assets Held for Investment Purposes Schedule H Item 4i

EIN 26 0905347 IRS Plan # 001

As of Plan Year End 12/31/2010

Contract # 35362

(A)	(B) Identity of Issue	(C) Description of Investment	(D) Historical Cost [1]	(E) Current Value
*	LINCOLN NAT'L LIFE - DIRECTOR	NeubergerBerman MidCap Gr SA37	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	Alliance VPS Growth&Inc SA19	2,161.02	2,173.20
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP T.Rowe Growth Stock SA29	13,335.38	16,022.80
*	LINCOLN NAT'L LIFE - DIRECTOR	AB Global Thematic SA31	1,028.93	1,340.14
*	LINCOLN NAT'L LIFE - DIRECTOR	Core Equity SA11	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	Gov't/Corporate Bond SA12	2,303.42	2,876.57
*	LINCOLN NAT'L LIFE - DIRECTOR	Short Term SA14	2,161.51	2,179.37
*	LINCOLN NAT'L LIFE - DIRECTOR	Medium Cap Equity SA17	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	High Yield Bond SA20	588.31	644.97
*	LINCOLN NAT'L LIFE - DIRECTOR	Large Cap Equity SA23	12.71	13.32
*	LINCOLN NAT'L LIFE - DIRECTOR	Small Cap Equity SA24	479.84	637.11
*	LINCOLN NAT'L LIFE - DIRECTOR	Value Equity SA28	6,665.21	7,112.79
*	LINCOLN NAT'L LIFE - DIRECTOR	Aggressive Balanced SA32	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	Delaware VIP Value SA61	6,521.42	7,183.10
*	LINCOLN NAT'L LIFE - DIRECTOR	Guaranteed Account	29,753.37	29,753.37
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds New Perspective SA34	5,412.43	6,499.26
*	LINCOLN NAT'L LIFE - DIRECTOR	Fidelity VIP ContraFund SA35	49.17	56.01
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds SMALLCAP World SA46	5,462.93	6,965.87
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds Growth America SA48	13,696.12	14,511.60
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds Invest Co Amer SA49	13,750.30	15,165.96
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds EuroPac Growth SA54	11,150.47	12,919.31
*	LINCOLN NAT'L LIFE - DIRECTOR	Delaware VIP SmCap Value SA56	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	Fidelity VIP EquityIncome SA57	1,759.83	1,901.21
*	LINCOLN NAT'L LIFE - DIRECTOR	Fidelity VIP Growth SA58	4,322.84	5,284.24
*	LINCOLN NAT'L LIFE - DIRECTOR	Fidelity VIP Overseas SA59	430.50	500.24
*	LINCOLN NAT'L LIFE - DIRECTOR	Frank Sm-Md Cap Growth SA63	5,461.95	6,962.74
*	LINCOLN NAT'L LIFE - DIRECTOR	Janus Aspen Enterprise SA64	5,312.81	7,037.01
*	LINCOLN NAT'L LIFE - DIRECTOR	MFS VIT Emerging Growth SA65	12.13	15.51
*	LINCOLN NAT'L LIFE - DIRECTOR	MFS VIT Cap Opportunities SA66	.00	.00

See Accountant's Report

*	LINCOLN NAT'L LIFE - DIRECTOR	MFS VIT Utilities Series SA67	68.50	75.57
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Aurora SA75	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Sm Mid-Cap Grth SA76	2,018.14	2,263.20
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Enrgy&Resources SA77	492.17	644.03
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Mid-Cap Value SA83	71.61	81.74
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Large Cap Value SA80	7,603.65	8,090.37
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Capital App SA81	789.67	916.10
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds Amer High-Inc SA1C	178.82	188.95
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds Bond America SA1E	610.82	630.77
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP SSgA S&P 500 Index SA27	13,893.39	14,578.98
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP SSgA Small-Cap Index SA36	3,465.28	4,118.08
*	LINCOLN NAT'L LIFE - DIRECTOR	Cohen & Steers Gbl REIT SA55	15.37	12.91
*	LINCOLN NAT'L LIFE - DIRECTOR	Temp Glbal Bnd Securities SA86	2,219.99	2,469.93
*	LINCOLN NAT'L LIFE - DIRECTOR	Del Ltd-Term Div Income SA87	153.83	154.31
*	LINCOLN NAT'L LIFE - DIRECTOR	AC VP Inflation Protect SA92	49.13	50.97
*	LINCOLN NAT'L LIFE - DIRECTOR	Del VIP Emerging Markets SA94	61.58	80.94
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Del Fndtn ConservAll SA95	6,523.51	7,019.57
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Del Fndtn ModeratAll SA96	3,750.88	4,511.38
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Del Fndtn AggressAll SA97	11,207.07	14,346.09
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Wlsh 2010 SAL1	123.48	129.81
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Wlsh 2020 SAL2	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Wlsh 2030 SAL3	259.79	290.34
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Wlsh 2040 SAL4	1,279.01	1,495.79
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP SSgA Internat'l Indx SAL5	8,113.74	8,467.49
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP SSgA Bond Index SAL6	7,093.15	7,966.90
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Delaware Special Opp SAL7	49.17	59.50
*	LINCOLN NAT'L LIFE - DIRECTOR	SSgA Russ LC Vl Ix Non-Ln SAL8	4,037.09	5,581.60
*	LINCOLN NAT'L LIFE - DIRECTOR	SSgA Russ LC Gr Ix Non-Ln SAL9	2,764.15	3,853.95
*	LINCOLN NAT'L LIFE - DIRECTOR	SSgA S&P MidCp Idx Non-Ln SALA	3,358.17	5,192.10
*	LINCOLN NAT'L LIFE - DIRECTOR	SSgA Russ SC Vl Ix Non-Ln SALB	2,254.95	2,981.75
*	LINCOLN NAT'L LIFE - DIRECTOR	SSgA Russ SC Gr Ix Non-Ln SALC	2,256.85	3,100.49
*	LINCOLN NAT'L LIFE - DIRECTOR	Stadion Managed Growth SATG	29,118.20	33,349.74
	Total		$245,713.76	$280,459.05

[1] The reported cost is based on account balances at the inception of the investment contract (and subsequent additions/subtractions) and may not accurately reflect the true cost of the investment that is reportable on Form 5500.