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
CALICO BRANDS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1999

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

2055 S HAVEN AVENUE
ONTARIO, CA 91761

2b Employer Identification Number (EIN)
33-0588675

2c Sponsor's telephone number
909-930-5000

2d Business code (see instructions)
423990

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.	10/11/2011	LAURIE HON
	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")
CALICO BRANDS, INC.

2055 S HAVEN AVENUE
ONTARIO, CA 91761

3b Administrator's EIN
33-0588675

3c Administrator's telephone number
909-930-5000

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**	236
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**	166
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	68
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	234
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	234
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	167
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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)	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
CALICO BRANDS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0588675

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

ALLIANCEBERNSTEIN L.P.

13-4064930

(b) Enter name and EIN or address of person who provided you disclosure 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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

AMERICAN FUNDS DISTRIBUTORS, INC.

95-2769620

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

IVY FUNDS, INC.

6300 LAMAR AVENUE
P. O. BOX 29217
SHAWNEE MISSION, KS 66201

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

NATIONWIDE FUND DISTRIBUTORS LLC

52-6969857

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

NATIXIS DISTRIBUTORS, L.P.

399 BOYLSTON STREET
BOSTON, MA 02116

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

NEUBERGER BERMAN

605 THIRD AVENUE
3RD FLOOR
NEW YORK, NY 10158

(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

PRUDENTIAL INVESTMENTS LLC

22-3468527

(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)

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

(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?
59 60 63	BROKERAGE	0	Yes [X] No [ ]	Yes [ ] No [X]	33371	Yes [ ] No [X]

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

BANK OF AMERICA

94-1687665

(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?
52	TRUSTEE	0	Yes [X] No [ ]	Yes [ ] No [X]	5752	Yes [ ] No [X]

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

ADP

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?
37 50 15 64	RECORD KEEPER	1391	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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
MERRILL LYNCH PIERCE FENNER & SMITH	59 60 63	33371

(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.
UNAVAILABLE UNAVAILABLE UNAVAILABLE, NJ 07032	SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES DISTRIBUTION (12B-1) FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
BANK OF AMERICA	52	5752

(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.
UNAVAILABLE UNAVAILABLE UNAVAILABLE, NJ 07032	INVESTMENT MANAGEMENT FEES PAID INDIRECTLY BY PLAN

(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.
ALLIANCEBERNSTEIN L.P. 13-4064930	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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.
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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.
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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.
IVY FUNDS, INC. 6300 LAMAR AVENUE P. O. BOX 29217 SHAWNEE MISSION, KS 66201	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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.
NATIXIS DISTRIBUTORS, L.P. 399 BOYLSTON STREET BOSTON, MA 02116	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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.
NEUBERGER BERMAN 605 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10158	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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.
PRUDENTIAL INVESTMENTS LLC 22-3468527	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(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

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

a	Name: GARY PICKETT & COMPANY	**b** EIN:	33-0886580
c	Position: AUDITOR		
d	Address: 16411 SCIENTIFIC STE 100 IRVINE, CA 92618	**e** Telephone:	949-727-1885

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
CALICO BRANDS, INC. 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
CALICO BRANDS, INC.

D Employer Identification Number (EIN)
33-0588675

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: MERRILL RETIREMENT PRES TRUST

b Name of sponsor of entity listed in (a): MERRILL LYNCH RETIRE PRESRV TR

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)
22-6484011-001	C	1496061

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

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
CALICO BRANDS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0588675

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)	191084	187266
(9) Value of interest in common/collective trusts	1c(9)	1714946	1496061
(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)	4211022	4992188
(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	6117052	6675515
	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	6117052	6675515

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)	183966	
	(B) Participants	2a(1)(B)	380847	
	(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)		564813
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)	12275	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12275
	(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)	113335	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		113335
	(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)		21752
(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)		371794
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1083969
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	522039	
(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)		522039
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2076
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)	1391	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1391
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		525506
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		558463
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: MEIR AND MEIR, LLP (2) EIN: 95-4359536

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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

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
CALICO BRANDS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0588675

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):

Calico Brands, Inc.
401(k) Plan

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As of December 31, 2010 and 2009 and
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Calico Brands, Inc.
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Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

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Independent Auditors' Report

To the Administrative Committee
Calico Brands, Inc.
401(k) Plan

We were engaged to audit the financial statements of Calico Brands, Inc. 401(k) Plan ("Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010 and the supplemental schedule as of and for the year ended December 31, 2010 as listed in the accompanying index. 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 11, which was certified by JPMorgan Chase Bank ("JPMorgan") and Reliance Trust Company ("Reliance"), the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustees 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 trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Meir and Meir, LLP.

Beverly Hills, California
July 20, 2011

Calico Brands, Inc.
401(k) Plan

Statement of Net Assets Available for Benefits

As of December 31,	**2010**	2009
Assets		
Investments, at fair value	**$ 6,488,249**	$ 5,807,637
Notes receivable from participants	**187,266**	191,084
Employer contributions receivable	-	6,493
Employee contributions receivable	-	15,575
Net assets reflecting all investments at fair value	**6,675,515**	6,020,789
Adjustment from fair value to contcat value for fully benefit responsive investment contracts	-	118,331
Net assets available for benefits	**$ 6,675,515**	$ 6,139,120

See accompanying notes to financial statements

Calico Brands, Inc.
401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		2010
Additions		
Additions to net assets attributed to:		
Investment Income:		
Interest	$	34,027
Dividends		113,335
Total Investment Income		147,362
Contributions:		
Participants		365,272
Employer		177,473
Rollovers		-
Total Contributions		542,745
Total Additions		690,107
Deductions		
Deductions from net assets attributed to:		
Benefits paid to participants		524,116
Administrative and other expenses		1,391
Total deductions		525,507
Net appreciation (depreciation) in fair value of investments		371,795
Net increase (decrease)		536,395
Net assets available for benefits:		
Beginning of period		6,139,120
End of period	$	6,675,515

See accompanying notes to financial statements

Calico Brands, Inc.
401(k) Plan

Notes to Financial Statements

1. Plan Description

The following description of Calico Brands, Inc. 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was adopted effective August 1, 1999 by Calico Brands, Inc. ("Company") for the benefit of the Company's employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants may contribute up to 70% of pretax annual compensation, as defined in the Plan limited to the maximum amount allowed by law for the Plan year. Participants may also contribute amounts representing distributions from other qualified defined benefits or contribution plans. The Company may make matching contributions, and discretionary profit sharing contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company matching contributions plus earnings thereon is based on years of continuous service. A participant is 100 percent vested after six years of credited services, or after reaching normal retirement age, as specified by the Plan agreement. Participant Loans

Participant Loans

Under the terms of the Plan, participants may borrow from their accounts a minimum of $500 up to the lesser of (1) 50 percent of their account balance or (2) $50,000 reduced by their highest unpaid loan

1. Plan Description (Continued)

balance outstanding (principal and interest) under the Plan during the preceding twelve-month period. The loans are secured by the balance in the participants' accounts and bear interest at a rate equal to the prime rate plus one point. The prime rate is determined based upon the prime rate of interest that is published in the Wall Street Journal on the 14th day of each month. Loans are repayable through payroll deductions. Loan terms are limited to a maximum of 5 years or longer for the purchase of a primary residence.

Payment of Benefits

Upon termination of service due to death, disability, or retirement from the Company, participants may receive the vested interest of their accounts in the form of a single sum of cash payment or installments over a period not to exceed the participant life expectancy. In-service withdrawals are also available.

Forfeited Accounts

At December 31, 2010 and 2009, forfeited nonvested accounts totaled $10 and $10 respectively. These accounts will be used to reduce future employer contributions. Also, in 2010 employer contributions were reduced by $1,677 from forfeited nonvested accounts.

Plan Administration

The Plan is administered by the Company. The plan administrator controls and manages the operation and administration of the Plan.

JPMorgan Chase Bank ("JPMorgan") was the trustee of the Plan until November 18, 2010. On November 19, 2010 Reliance Trust Company ("Reliance") became the trustee. Automatic Data Processing, Inc. ("ADP") is the record keeper.

Eligibility

The Plan covers substantially all full-time employees of the Company who have completed three months of service and are age twenty-one or older.

Investments Options

Participants may direct both employee and employer contributions to be invested amongst various investment options as made available and determined by the plan administrator which are more fully described in the plan literature.

2. Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through July 20, 2011, which is the date the financial statements were available to be issued.

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. Accordingly, actual results may differ from those estimates.

Basis of Accounting

These financial statements are prepared on the accrual basis of accounting.

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

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

2. Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

Expenses of maintaining the Plan are paid by the Company (see Note 6).

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in fair value of investments is based on the fair value of the assets at the beginning of the Plan year, or at the time of purchase during the Plan year, and the related fair value on the day investment are sold with respect to realized appreciation (depreciation), or on the last day of the year with respect to unrealized appreciation (depreciation).

Realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASC Update 2010-06, Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements. This guidance requires: (i) separate disclosure of significant transfers between Level 1 and Level 2 and reasons for the transfers; (ii) disclosure, on a gross basis, of purchases, sales, issuances, and net settlements within Level 3; (iii) disclosures by

2. Summary of Significant Accounting Policies (Continued)

class of assets and liabilities; and (iv) a description of the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This guidance is effective for reporting periods beginning after December 15, 2009, except for the Level 3 disclosure requirements, which will be effective for fiscal years beginning after December 15, 2010 and interim periods within those fiscal years. The adoption of this guidance is reflected, where applicable, throughout these financial statements.

In September 2010, FASB issued ASU 2010-25, Plan Accounting-Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans, which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. It requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balances plus any accrued but unpaid interest. ASU 2010-25 is effective for periods ending after December 15, 2010, with early adoption permitted. It should be applied retrospectively to all periods presented. The adoption of this guidance is reflected, where applicable, throughout these financial statements.

3. Fair Value Measurement

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefit. The methods used to measure fair value may produce an amount 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 value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of

3. Fair Value Measurement (Continued)

fair value. Level 2 inputs were only used when Level 1 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of the investment in the collective trust is based on the market values of the underlying assets within the trust. Short term obligations are valued at amortized cost which approximates fair value. The fair value of traditional guaranteed investment contracts is based on the present value of the contracts expected cash flows, discounted at current market interest rate. Fair values of individual assets of synthetic guaranteed investment contracts are valued by an independent agent. The fair value of the wrap contracts is based on the present value of the difference between current market level rates for contract level wrap fees and the wrap fee being charged, discounted at the prevailing interpolated swap rate as of year end.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2010 and 2009:

		Fair Value Measurements Using:	
As of December 31, 2010	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**
Mutual Funds			
Balanced/Asset Allocation	**$1,036,747**	**$ 1,036,747**	**$ -**
Fixed Income	**968,595**	**968,595**	**-**
Growth	**2,042,182**	**2,042,182**	**-**
Value	**944,664**	**944,664**	**-**
Total Mutual Funds	**4,992,188**	**4,992,188**	**-**
Guaranteed Investment Contract			
Common Collective Trust	**1,496,061**	**-**	**1,496,061**
Total Investment Contract	**1,496,061**	**-**	**1,496,061**
Total Investments at Fair Value	**$6,488,249**	**$ 4,992,188**	**$ 1,496,061**

Calico Brands, Inc.
401(k) Plan

Notes to Financial Statements

3. Fair Value Measurement (Continued)

		Fair Value Measurements Using:	
As of December 31, 2009	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**
Mutual Funds			
Balanced/Asset Allocation	$1,024,033	$ 1,024,033	$ -
Fixed Income	809,686	809,686	-
Growth	1,537,621	1,537,621	-
Value	839,682	839,682	-
Total Mutual Funds	4,211,022	4,211,022	-
Guaranteed Investment Contract			
Common Collective Trust	1,596,615	-	1,596,615
Total Investment Contract	1,596,615	-	1,596,615
Total Investments at Fair Value	$5,807,637	$ 4,211,022	$ 1,596,615

4. Investments

The following presents investments that represent 5% or more of the Plan's net assets:

As of December 31,	**2010**	2009
American Funds Inv Co of America	**$ 972,872**	$ 491,377
American Funds Bal. Fund	**516,199**	522,020
Oppenheimer Small Cap Value	*	376,311
Common collective trust	**1,496,061**	1,714,946
Blackrock Glob Alloc Fund	**495,615**	483,066
Loomis Sayles Strategic Income Fund	**345,700**	328,112
Perkins Mid Cap Value Fund	**410,079**	*

**Represents less than five percent of the Plan's net assets for the period indicated*

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $371,795. All appreciation is attributed to mutual funds.

5. Investment in Collective Trust

One of the investment options offered by the Plan is the Bank of America, N.A. Retirement Preservation Trust ("Trust"), a collective trust that until October 6, 2010 invested primarily in Guaranteed Investment Contracts ("Investment Contracts") and short term obligations.

5. Investment in Collective Trust (Continued)

Contract value (cost plus accrued interest) is the relevant measurement attribute for that portion of the net assets that are fully benefit-responsive investment contracts provided the Trust is established as part of one or more qualified employer-sponsored defined contribution plans. Because the Trust's contracts are fully benefit responsive and because the Trust has been established for the collective investment of one or more qualified employer-sponsored defined contribution plans, the Trust values its investments at contract value. Contract value is considered the relevant measurement attribute because that is the amount participants in the Trust would receive if they were to initiate permitted transactions under the term of the underlying defined contribution plan.

All investment contracts have a zero percent minimum interest crediting. All investment contracts are reset at least quarterly, although under certain circumstances such as a large deposit or withdrawal, they may be reset more frequently.

As a result of the volatility and illiquidity in the fixed income securities markets beginning in the Fall of 2008, some of the underlying assets held by the Trust, including synthetic GICs experienced depreciation. According to the standard contractual arrangements with stable value wrap providers, wrap contract issuers have the option, under certain circumstances, of electing termination or immunization of the contract. In 2009, although not contractually or otherwise obligated to do so, Bank of America, N.A. Holding Corporation, a wholly owned subsidiary of BAC North American Holding Corporation, agreed to provide a Liquidity Commitment of $175 million to the Trust to provide liquidity on an as-needed basis to fund the difference between the market value and the book value for current and anticipated plan initiated withdrawals. On October 6, 2010 Bank of America, N.A. as trustee of the Trust, determined to terminate the trust and commence liquidation of its assets. In connection with that determination, an affiliate of Bank of America Corporation agreed to provide a Make Whole Commitment in order to provide additional liquidity as needed to allow for continued withdrawals from the Trust at $1.00 per unit to the extent the Liquidity Commitment was insufficient for that purpose. The wrap contracts were terminated and the Trust assets were liquidated, with the proceeds being invested in short term liquid investment securities. As of December 31, 2010 the Make Whole Commitment had not been used. The Trust will not be obligated to repay any portion of the Liquidity Commitment or the

5. Investment in Collective Trust (Continued)

Make Whole Commitment. As of December 31, 2010 $169,642,349 of the Liquidity Commitment had been used. In addition, on October 6, 2010 the Trustee removed the $6.3 million per month limitation on plan initiated withdrawals. This limitation did not affect participant initiated withdrawals.

Upon the acquisition of Merrill Lynch and Co., Inc. by Bank of America Corporation, those entities became "parties in interest" for purposes of the prohibited transactions provisions of the Employee Retirement Income Security Act of 1974 as amended ("ERISA") and Internal Revenue Code of 1986 as amended ("Code") applicable to the Trust. In light of that affiliation, Bank of America, N.A., Merrill Lynch and Co., Inc. and BlackRock, Inc. made a joint application on behalf of themselves and their affiliates to the Department of Labor for an exemption from the prohibited transaction provisions of Sections 406(a) and 406(b) of ERISA and Sections 4975(a) and 4975(b) of the Code in order to permit the Trust to continue to rely on the stable wrap agreements that had previously been entered into between Merrill Lynch Bank & Trust Co., FSB and Bank of America, N.A. with respect to certain assets of the Trust. The application was subsequently amended to permit Bank of America, N.A. to provide a supplemental wrap for certain downgraded securities that were no longer covered by other wrap contracts. The proposed exemption included certain conditions intended to protect the interests of participants and beneficiaries of plans invested in the Trust, including restrictions on resetting the crediting rate or changing the crediting rate formula, procedures regarding the valuation of securities, limitations on fees and the requirement for review or approval by Fiduciary Counselors, an independent fiduciary services organization, of certain actions with respect to the Trust. The Trust has been operated in compliance with those conditions, and on October 6, 2010, the Department of Labor published a "Notice of Proposed Exemption" in the Federal Register and it is anticipated that the requested relief will be issued in substantially the form proposed.

Effective with the Trustee's October 6, 2010 approval of a Resolution to terminate the trust and commence liquidation of assets, the Trust changed from a stable value fund to a short-term bond fund. Consequently, the trust changed its accounting method from contract value to fair value.

5. Investment in Collective Trust (Continued)

The fair value of the Plan investment in the Trust at December 31, 2010 and 2009 was $1,496,061 and $1,596,615 respectively. The average yield earned by the Trust was 2.35% at December 31, 2009. The average crediting interest rate to participants in the Trust was 2.57% at December 31, 2009.

The Trust terminated operations on February 28, 2011 and was liquidated on March 1, 2011 through an in-kind distribution to unitholders. All Trust units were redeemed or exchanged at the net asset value per unit of $1.00, which terminated the Trust.

6. Related Party Transactions

The Company provides certain accounting and administrative services to the Plan for which no fees are charged. These expenses constitute exempt party-in interest transactions under ERISA.

7. Plan Termination

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

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2010 and 2009:

As of December 31,	**2010**	2009
Net assets available for benefits per the financial statements	**$ 6,675,515**	$ 6,139,120
Deduct: Employer contributions receivable	**-**	(6,493)
Deduct: Employee contributions receivable	**-**	(15,575)
Net assets available for benefits per Form 5500	**$ 6,675,515**	$ 6,117,052

The following is a reconciliation of increase in net assets per the financial statements to increase in net assets per Form 5500.

Year ended December 31,	**2010**
Increase in net assets per the financial statements	**$ 536,395**
Add: 2009 Employer Contributions Receivable	**6,493**
Add: 2009 Employee Contributions Receivable	**15,575**
Increase in net assets available for benefits per the Form 5500	**$ 558,463**

Calico Brands, Inc.
401(k) Plan

8. Reconciliation of Financial Statements to Form 5500 (Continued)

For the years ended December 31, 2010 and 2009 Form 5500 was prepared on the cash basis of accounting modified for changes in fair value of plan investments. Consequently, contributions to be received were not reflected on Form 5500.

Certain balances included on Schedule H Part I and II on the Annual Return/Report of Employee Benefits Plan (Form 5500) have been reclassified for purposes of presentation in the financial statements.

9. Tax Status

The Plan currently operates under a prototype plan offered by ADP. The plan administrator and legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

The Plan is required to disclose significant concentrations of credit risk regardless of the degree of such risk. At December 31, 2010 and 2009, the financial instruments, which potentially subject the Plan to a concentration of credit risk, consisted principally of cash, investments and notes receivable from participants.

11. Trustees' Certifications

The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by JPMorgan and Reliance as complete and accurate in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

12. Subsequent Event

The Bank of America, N.A. Retirement Preservation Trust (See Note 5) terminated its operations on February 28, 2011 and was liquidated on March 1, 2011 through an in-kind distribution to unitholders. All Trust units were redeemed or exchanged at the net asset value per unit of $1.00.

Calico Brands, Inc.
401(k) Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010

EIN: 33-0588675
Plan number: 001

Identity of Issue, Borrower, Lessor, or Similar Party	Decription of Investment, including Maurity Date, Rate of Interest, Par or Maturity Value	Current Value

See attached Schedule of Assets Held for Investment Purposes as provided by Reliance.

* Represents a party-in-interest.

Plan Name: CALICO BRANDS, INC. 401(K) PLAN
Plan Number: 001
Employer EIN: 33-0588675
Run Date: 03/12/2011

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment including Maturity Date, Rate of Int, Collateral, Par or Maturity Value	(d)Cost	(e)Current Value
	MERRILL RETIREMENT PRES TRUST	Common / Collective Trust 1,496,061.3800	n/a	1,496,061.38
	JENNISON 20/20 FOCUS - A	Registered Investment Company 423.0663	n/a	6,722.52
	THE OAKMARK EQ AND INC FND -II	Registered Investment Company 1,111.6671	n/a	30,704.25
	AMERICAN FUNDS INV CO OF AMER	Registered Investment Company 34,621.7937	n/a	972,872.40
	AMER FUNDS NEW PERSPECTIVE-R3	Registered Investment Company 2,716.1861	n/a	76,514.97
	AMERICAN FUNDS THE NEW ECON-R3	Registered Investment Company 3,671.6593	n/a	91,828.20
	BLACKROCK EQUITY DIVIDEND - A	Registered Investment Company 15,648.2017	n/a	274,156.49
	AC STRAT ALLOC CONS FUND - ADV	Registered Investment Company 4,516.7073	n/a	24,932.22
	FRANKLIN INCOME FUND - A	Registered Investment Company 119,462.6178	n/a	260,428.51
	AMERICAN FUNDS AMER BAL FD- R3	Registered Investment Company 28,902.5204	n/a	516,199.01
	LOOMIS SAYLES STRATEGIC INC-A	Registered Investment Company 23,373.9304	n/a	345,700.43
	PIMCO TOTAL RETURN FUND - A	Registered Investment Company 23,567.2967	n/a	255,705.18
	BLACKROCK INFL PROT BD PORT-A	Registered Investment Company 8,376.6247	n/a	90,383.78
	BLACKROCK GLOBAL ALLOCATION A	Registered Investment Company 25,520.8720	n/a	495,615.34
	AM FNDS EUROPACIFIC GROWTH -R3	Registered Investment Company 4,360.3604	n/a	177,161.44
	AM FND THE GROWTH FND OF AM-R3	Registered Investment Company 8,881.0444	n/a	266,253.72
	PERKINS MID CAP VALUE FD - A	Registered Investment Company 18,177.2742	n/a	410,079.31
	OPPENHEIMER INTL BOND FD - A	Registered Investment Company 42,196.0075	n/a	276,805.81
	OPPENHEIMER DEVELOP MARKETS-A	Registered Investment Company 2,863.0175	n/a	104,414.24
	IVY ASSET STRATEGY - R	Registered Investment Company 12,992.1992	n/a	315,710.43
	Participant Loans	Interest Rates (4.25% to 10.50%)	n/a	187,265.52
		TOTAL		6,675,515.15

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.

Calico Brands, Inc.
401(k) Plan

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Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

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Independent Auditors' Report

To the Administrative Committee
Calico Brands, Inc.
401(k) Plan

We were engaged to audit the financial statements of Calico Brands, Inc. 401(k) Plan ("Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010 and the supplemental schedule as of and for the year ended December 31, 2010 as listed in the accompanying index. 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 11, which was certified by JPMorgan Chase Bank ("JPMorgan") and Reliance Trust Company ("Reliance"), the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustees 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 trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Meir and Meir, LLP.

Beverly Hills, California
July 20, 2011

Calico Brands, Inc.
401(k) Plan

Statement of Net Assets Available for Benefits

As of December 31,	**2010**	2009
Assets		
Investments, at fair value	**$ 6,488,249**	$ 5,807,637
Notes receivable from participants	**187,266**	191,084
Employer contributions receivable	-	6,493
Employee contributions receivable	-	15,575
Net assets reflecting all investments at fair value	**6,675,515**	6,020,789
Adjustment from fair value to contcat value for fully benefit responsive investment contracts	-	118,331
Net assets available for benefits	**$ 6,675,515**	$ 6,139,120

See accompanying notes to financial statements

Calico Brands, Inc.
401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		2010
Additions		
Additions to net assets attributed to:		
Investment Income:		
Interest	$	34,027
Dividends		113,335
Total Investment Income		147,362
Contributions:		
Participants		365,272
Employer		177,473
Rollovers		-
Total Contributions		542,745
Total Additions		690,107
Deductions		
Deductions from net assets attributed to:		
Benefits paid to participants		524,116
Administrative and other expenses		1,391
Total deductions		525,507
Net appreciation (depreciation) in fair value of investments		371,795
Net increase (decrease)		536,395
Net assets available for benefits:		
Beginning of period		6,139,120
End of period	$	6,675,515

See accompanying notes to financial statements

Calico Brands, Inc.
401(k) Plan

Notes to Financial Statements

1. Plan Description

The following description of Calico Brands, Inc. 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was adopted effective August 1, 1999 by Calico Brands, Inc. ("Company") for the benefit of the Company's employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants may contribute up to 70% of pretax annual compensation, as defined in the Plan limited to the maximum amount allowed by law for the Plan year. Participants may also contribute amounts representing distributions from other qualified defined benefits or contribution plans. The Company may make matching contributions, and discretionary profit sharing contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company matching contributions plus earnings thereon is based on years of continuous service. A participant is 100 percent vested after six years of credited services, or after reaching normal retirement age, as specified by the Plan agreement. Participant Loans

Participant Loans

Under the terms of the Plan, participants may borrow from their accounts a minimum of $500 up to the lesser of (1) 50 percent of their account balance or (2) $50,000 reduced by their highest unpaid loan

1. Plan Description (Continued)

balance outstanding (principal and interest) under the Plan during the preceding twelve-month period. The loans are secured by the balance in the participants' accounts and bear interest at a rate equal to the prime rate plus one point. The prime rate is determined based upon the prime rate of interest that is published in the Wall Street Journal on the 14th day of each month. Loans are repayable through payroll deductions. Loan terms are limited to a maximum of 5 years or longer for the purchase of a primary residence.

Payment of Benefits

Upon termination of service due to death, disability, or retirement from the Company, participants may receive the vested interest of their accounts in the form of a single sum of cash payment or installments over a period not to exceed the participant life expectancy. In-service withdrawals are also available.

Forfeited Accounts

At December 31, 2010 and 2009, forfeited nonvested accounts totaled $10 and $10 respectively. These accounts will be used to reduce future employer contributions. Also, in 2010 employer contributions were reduced by $1,677 from forfeited nonvested accounts.

Plan Administration

The Plan is administered by the Company. The plan administrator controls and manages the operation and administration of the Plan.

JPMorgan Chase Bank ("JPMorgan") was the trustee of the Plan until November 18, 2010. On November 19, 2010 Reliance Trust Company ("Reliance") became the trustee. Automatic Data Processing, Inc. ("ADP") is the record keeper.

Eligibility

The Plan covers substantially all full-time employees of the Company who have completed three months of service and are age twenty-one or older.

Investments Options

Participants may direct both employee and employer contributions to be invested amongst various investment options as made available and determined by the plan administrator which are more fully described in the plan literature.

2. Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through July 20, 2011, which is the date the financial statements were available to be issued.

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. Accordingly, actual results may differ from those estimates.

Basis of Accounting

These financial statements are prepared on the accrual basis of accounting.

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

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

2. Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

Expenses of maintaining the Plan are paid by the Company (see Note 6).

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in fair value of investments is based on the fair value of the assets at the beginning of the Plan year, or at the time of purchase during the Plan year, and the related fair value on the day investment are sold with respect to realized appreciation (depreciation), or on the last day of the year with respect to unrealized appreciation (depreciation).

Realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASC Update 2010-06, Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements. This guidance requires: (i) separate disclosure of significant transfers between Level 1 and Level 2 and reasons for the transfers; (ii) disclosure, on a gross basis, of purchases, sales, issuances, and net settlements within Level 3; (iii) disclosures by

2. Summary of Significant Accounting Policies (Continued)

class of assets and liabilities; and (iv) a description of the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This guidance is effective for reporting periods beginning after December 15, 2009, except for the Level 3 disclosure requirements, which will be effective for fiscal years beginning after December 15, 2010 and interim periods within those fiscal years. The adoption of this guidance is reflected, where applicable, throughout these financial statements.

In September 2010, FASB issued ASU 2010-25, Plan Accounting-Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans, which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. It requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balances plus any accrued but unpaid interest. ASU 2010-25 is effective for periods ending after December 15, 2010, with early adoption permitted. It should be applied retrospectively to all periods presented. The adoption of this guidance is reflected, where applicable, throughout these financial statements.

3. Fair Value Measurement

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefit. The methods used to measure fair value may produce an amount 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 value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of

3. Fair Value Measurement (Continued)

fair value. Level 2 inputs were only used when Level 1 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of the investment in the collective trust is based on the market values of the underlying assets within the trust. Short term obligations are valued at amortized cost which approximates fair value. The fair value of traditional guaranteed investment contracts is based on the present value of the contracts expected cash flows, discounted at current market interest rate. Fair values of individual assets of synthetic guaranteed investment contracts are valued by an independent agent. The fair value of the wrap contracts is based on the present value of the difference between current market level rates for contract level wrap fees and the wrap fee being charged, discounted at the prevailing interpolated swap rate as of year end.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2010 and 2009:

		Fair Value Measurements Using:	
As of December 31, 2010	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**
Mutual Funds			
Balanced/Asset Allocation	**$1,036,747**	**$ 1,036,747**	**$ -**
Fixed Income	**968,595**	**968,595**	**-**
Growth	**2,042,182**	**2,042,182**	**-**
Value	**944,664**	**944,664**	**-**
Total Mutual Funds	**4,992,188**	**4,992,188**	**-**
Guaranteed Investment Contract			
Common Collective Trust	**1,496,061**	**-**	**1,496,061**
Total Investment Contract	**1,496,061**	**-**	**1,496,061**
Total Investments at Fair Value	**$6,488,249**	**$ 4,992,188**	**$ 1,496,061**

Calico Brands, Inc.
401(k) Plan

Notes to Financial Statements

3. Fair Value Measurement (Continued)

		Fair Value Measurements Using:	
As of December 31, 2009	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**
Mutual Funds			
Balanced/Asset Allocation	$1,024,033	$ 1,024,033	$ -
Fixed Income	809,686	809,686	-
Growth	1,537,621	1,537,621	-
Value	839,682	839,682	-
Total Mutual Funds	4,211,022	4,211,022	-
Guaranteed Investment Contract			
Common Collective Trust	1,596,615	-	1,596,615
Total Investment Contract	1,596,615	-	1,596,615
Total Investments at Fair Value	$5,807,637	$ 4,211,022	$ 1,596,615

4. Investments

The following presents investments that represent 5% or more of the Plan's net assets:

As of December 31,	**2010**	2009
American Funds Inv Co of America	**$ 972,872**	$ 491,377
American Funds Bal. Fund	**516,199**	522,020
Oppenheimer Small Cap Value	*	376,311
Common collective trust	**1,496,061**	1,714,946
Blackrock Glob Alloc Fund	**495,615**	483,066
Loomis Sayles Strategic Income Fund	**345,700**	328,112
Perkins Mid Cap Value Fund	**410,079**	*

**Represents less than five percent of the Plan's net assets for the period indicated*

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $371,795. All appreciation is attributed to mutual funds.

5. Investment in Collective Trust

One of the investment options offered by the Plan is the Bank of America, N.A. Retirement Preservation Trust ("Trust"), a collective trust that until October 6, 2010 invested primarily in Guaranteed Investment Contracts ("Investment Contracts") and short term obligations.

5. Investment in Collective Trust (Continued)

Contract value (cost plus accrued interest) is the relevant measurement attribute for that portion of the net assets that are fully benefit-responsive investment contracts provided the Trust is established as part of one or more qualified employer-sponsored defined contribution plans. Because the Trust's contracts are fully benefit responsive and because the Trust has been established for the collective investment of one or more qualified employer-sponsored defined contribution plans, the Trust values its investments at contract value. Contract value is considered the relevant measurement attribute because that is the amount participants in the Trust would receive if they were to initiate permitted transactions under the term of the underlying defined contribution plan.

All investment contracts have a zero percent minimum interest crediting. All investment contracts are reset at least quarterly, although under certain circumstances such as a large deposit or withdrawal, they may be reset more frequently.

As a result of the volatility and illiquidity in the fixed income securities markets beginning in the Fall of 2008, some of the underlying assets held by the Trust, including synthetic GICs experienced depreciation. According to the standard contractual arrangements with stable value wrap providers, wrap contract issuers have the option, under certain circumstances, of electing termination or immunization of the contract. In 2009, although not contractually or otherwise obligated to do so, Bank of America, N.A. Holding Corporation, a wholly owned subsidiary of BAC North American Holding Corporation, agreed to provide a Liquidity Commitment of $175 million to the Trust to provide liquidity on an as-needed basis to fund the difference between the market value and the book value for current and anticipated plan initiated withdrawals. On October 6, 2010 Bank of America, N.A. as trustee of the Trust, determined to terminate the trust and commence liquidation of its assets. In connection with that determination, an affiliate of Bank of America Corporation agreed to provide a Make Whole Commitment in order to provide additional liquidity as needed to allow for continued withdrawals from the Trust at $1.00 per unit to the extent the Liquidity Commitment was insufficient for that purpose. The wrap contracts were terminated and the Trust assets were liquidated, with the proceeds being invested in short term liquid investment securities. As of December 31, 2010 the Make Whole Commitment had not been used. The Trust will not be obligated to repay any portion of the Liquidity Commitment or the

5. Investment in Collective Trust (Continued)

Make Whole Commitment. As of December 31, 2010 $169,642,349 of the Liquidity Commitment had been used. In addition, on October 6, 2010 the Trustee removed the $6.3 million per month limitation on plan initiated withdrawals. This limitation did not affect participant initiated withdrawals.

Upon the acquisition of Merrill Lynch and Co., Inc. by Bank of America Corporation, those entities became "parties in interest" for purposes of the prohibited transactions provisions of the Employee Retirement Income Security Act of 1974 as amended ("ERISA") and Internal Revenue Code of 1986 as amended ("Code") applicable to the Trust. In light of that affiliation, Bank of America, N.A., Merrill Lynch and Co., Inc. and BlackRock, Inc. made a joint application on behalf of themselves and their affiliates to the Department of Labor for an exemption from the prohibited transaction provisions of Sections 406(a) and 406(b) of ERISA and Sections 4975(a) and 4975(b) of the Code in order to permit the Trust to continue to rely on the stable wrap agreements that had previously been entered into between Merrill Lynch Bank & Trust Co., FSB and Bank of America, N.A. with respect to certain assets of the Trust. The application was subsequently amended to permit Bank of America, N.A. to provide a supplemental wrap for certain downgraded securities that were no longer covered by other wrap contracts. The proposed exemption included certain conditions intended to protect the interests of participants and beneficiaries of plans invested in the Trust, including restrictions on resetting the crediting rate or changing the crediting rate formula, procedures regarding the valuation of securities, limitations on fees and the requirement for review or approval by Fiduciary Counselors, an independent fiduciary services organization, of certain actions with respect to the Trust. The Trust has been operated in compliance with those conditions, and on October 6, 2010, the Department of Labor published a "Notice of Proposed Exemption" in the Federal Register and it is anticipated that the requested relief will be issued in substantially the form proposed.

Effective with the Trustee's October 6, 2010 approval of a Resolution to terminate the trust and commence liquidation of assets, the Trust changed from a stable value fund to a short-term bond fund. Consequently, the trust changed its accounting method from contract value to fair value.

5. Investment in Collective Trust (Continued)

The fair value of the Plan investment in the Trust at December 31, 2010 and 2009 was $1,496,061 and $1,596,615 respectively. The average yield earned by the Trust was 2.35% at December 31, 2009. The average crediting interest rate to participants in the Trust was 2.57% at December 31, 2009.

The Trust terminated operations on February 28, 2011 and was liquidated on March 1, 2011 through an in-kind distribution to unitholders. All Trust units were redeemed or exchanged at the net asset value per unit of $1.00, which terminated the Trust.

6. Related Party Transactions

The Company provides certain accounting and administrative services to the Plan for which no fees are charged. These expenses constitute exempt party-in interest transactions under ERISA.

7. Plan Termination

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

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2010 and 2009:

As of December 31,	**2010**	2009
Net assets available for benefits per the financial statements	**$ 6,675,515**	$ 6,139,120
Deduct: Employer contributions receivable	**-**	(6,493)
Deduct: Employee contributions receivable	**-**	(15,575)
Net assets available for benefits per Form 5500	**$ 6,675,515**	$ 6,117,052

The following is a reconciliation of increase in net assets per the financial statements to increase in net assets per Form 5500.

Year ended December 31,	**2010**
Increase in net assets per the financial statements	**$ 536,395**
Add: 2009 Employer Contributions Receivable	**6,493**
Add: 2009 Employee Contributions Receivable	**15,575**
Increase in net assets available for benefits per the Form 5500	**$ 558,463**

Calico Brands, Inc.
401(k) Plan

8. Reconciliation of Financial Statements to Form 5500 (Continued)

For the years ended December 31, 2010 and 2009 Form 5500 was prepared on the cash basis of accounting modified for changes in fair value of plan investments. Consequently, contributions to be received were not reflected on Form 5500.

Certain balances included on Schedule H Part I and II on the Annual Return/Report of Employee Benefits Plan (Form 5500) have been reclassified for purposes of presentation in the financial statements.

9. Tax Status

The Plan currently operates under a prototype plan offered by ADP. The plan administrator and legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

The Plan is required to disclose significant concentrations of credit risk regardless of the degree of such risk. At December 31, 2010 and 2009, the financial instruments, which potentially subject the Plan to a concentration of credit risk, consisted principally of cash, investments and notes receivable from participants.

11. Trustees' Certifications

The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by JPMorgan and Reliance as complete and accurate in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

12. Subsequent Event

The Bank of America, N.A. Retirement Preservation Trust (See Note 5) terminated its operations on February 28, 2011 and was liquidated on March 1, 2011 through an in-kind distribution to unitholders. All Trust units were redeemed or exchanged at the net asset value per unit of $1.00.

Calico Brands, Inc.
401(k) Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010

EIN: 33-0588675
Plan number: 001

Identity of Issue, Borrower, Lessor, or Similar Party	Decription of Investment, including Maurity Date, Rate of Interest, Par or Maturity Value	Current Value

See attached Schedule of Assets Held for Investment Purposes as provided by Reliance.

* Represents a party-in-interest.

Plan Name: CALICO BRANDS, INC. 401(K) PLAN
Plan Number: 001
Employer EIN: 33-0588675
Run Date: 03/12/2011

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment including Maturity Date, Rate of Int, Collateral, Par or Maturity Value	(d)Cost	(e)Current Value
	MERRILL RETIREMENT PRES TRUST	Common / Collective Trust 1,496,061.3800	n/a	1,496,061.38
	JENNISON 20/20 FOCUS - A	Registered Investment Company 423.0663	n/a	6,722.52
	THE OAKMARK EQ AND INC FND -II	Registered Investment Company 1,111.6671	n/a	30,704.25
	AMERICAN FUNDS INV CO OF AMER	Registered Investment Company 34,621.7937	n/a	972,872.40
	AMER FUNDS NEW PERSPECTIVE-R3	Registered Investment Company 2,716.1861	n/a	76,514.97
	AMERICAN FUNDS THE NEW ECON-R3	Registered Investment Company 3,671.6593	n/a	91,828.20
	BLACKROCK EQUITY DIVIDEND - A	Registered Investment Company 15,648.2017	n/a	274,156.49
	AC STRAT ALLOC CONS FUND - ADV	Registered Investment Company 4,516.7073	n/a	24,932.22
	FRANKLIN INCOME FUND - A	Registered Investment Company 119,462.6178	n/a	260,428.51
	AMERICAN FUNDS AMER BAL FD- R3	Registered Investment Company 28,902.5204	n/a	516,199.01
	LOOMIS SAYLES STRATEGIC INC-A	Registered Investment Company 23,373.9304	n/a	345,700.43
	PIMCO TOTAL RETURN FUND - A	Registered Investment Company 23,567.2967	n/a	255,705.18
	BLACKROCK INFL PROT BD PORT-A	Registered Investment Company 8,376.6247	n/a	90,383.78
	BLACKROCK GLOBAL ALLOCATION A	Registered Investment Company 25,520.8720	n/a	495,615.34
	AM FNDS EUROPACIFIC GROWTH -R3	Registered Investment Company 4,360.3604	n/a	177,161.44
	AM FND THE GROWTH FND OF AM-R3	Registered Investment Company 8,881.0444	n/a	266,253.72
	PERKINS MID CAP VALUE FD - A	Registered Investment Company 18,177.2742	n/a	410,079.31
	OPPENHEIMER INTL BOND FD - A	Registered Investment Company 42,196.0075	n/a	276,805.81
	OPPENHEIMER DEVELOP MARKETS-A	Registered Investment Company 2,863.0175	n/a	104,414.24
	IVY ASSET STRATEGY - R	Registered Investment Company 12,992.1992	n/a	315,710.43
	Participant Loans	Interest Rates (4.25% to 10.50%)	n/a	187,265.52
		TOTAL		6,675,515.15

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CALICO BRANDS, INC. 401(K) PLAN **EIN:** 33-0588675
Plan Sponsor's Name CALICO BRANDS, INC. **PN:** 001

(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
	JENNISON 20/20 FOCUS - A	REGISTERED INVESTMENT COMPANY		6,723
	THE OAKMARK EQ AND INC FND -II	REGISTERED INVESTMENT COMPANY		30,704
	AMERICAN FUNDS INV CO OF AMER	REGISTERED INVESTMENT COMPANY		972,872
	AMER FUNDS NEW PERSPECTIVE-R3	REGISTERED INVESTMENT COMPANY		76,515
	AMERICAN FUNDS THE NEW ECON-R3	REGISTERED INVESTMENT COMPANY		91,828
	BLACKROCK EQUITY DIVIDEND - A	REGISTERED INVESTMENT COMPANY		274,156
	AC STRAT ALLOC CONS FUND - ADV	REGISTERED INVESTMENT COMPANY		24,932

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(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
	FRANKLIN INCOME FUND - A	REGISTERED INVESTMENT COMPANY		260,429
	AMERICAN FUNDS AMER BAL FD- R3	REGISTERED INVESTMENT COMPANY		516,199
	LOOMIS SAYLES STRATEGIC INC-A	REGISTERED INVESTMENT COMPANY		345,700
	PIMCO TOTAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		255,705
	BLACKROCK INFL PROT BD PORT-A	REGISTERED INVESTMENT COMPANY		90,384
	BLACKROCK GLOBAL ALLOCATION A	REGISTERED INVESTMENT COMPANY		495,615
	AM FNDS EUROPACIFIC GROWTH -R3	REGISTERED INVESTMENT COMPANY		177,161

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(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
	AM FND THE GROWTH FND OF AM-R3	REGISTERED INVESTMENT COMPANY		266,254
	PERKINS MID CAP VALUE FD - A	REGISTERED INVESTMENT COMPANY		410,079
	OPPENHEIMER INTL BOND FD - A	REGISTERED INVESTMENT COMPANY		276,806
	OPPENHEIMER DEVELOP MARKETS-A	REGISTERED INVESTMENT COMPANY		104,414
	IVY ASSET STRATEGY - R	REGISTERED INVESTMENT COMPANY		315,710
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 10.50%)		187,266
	MERRILL RETIREMENT PRES TRUST	COMMON/COLLECTIVE TRUST		1,496,061