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
LEANIN' TREE, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1987

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

6055 LONGBOW DRIVE
BOULDER, CO 80301

2b Employer Identification Number (EIN)
84-1130457

2c Sponsor's telephone number
303-530-1442

2d Business code (see instructions)
339900

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.	10/12/2011	ALISON MIESTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	DENICE CHOKA
	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")

LEANIN' TREE, INC.

6055 LONGBOW DRIVE
BOULDER, CO 80301

3b Administrator's EIN
84-1130457

3c Administrator's telephone number
303-530-1442

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**	232
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**	204
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	221
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	222
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	213
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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 2S 2T 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)		**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
LEANIN' TREE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-1130457

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

AMERICAN FUNDS

95-1411037

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

JANUS

43-1804048

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

MFS

04-2747644

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

PIMCO FUNDS

95-2632339

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

RIVERSOURCE

13-3180631

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

T. ROWE PRICE

52-2264646

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 19 21 37 38 50 59 60 62 63	SERVICE PROVIDER	1630	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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: MAYER HOFFMAN MCCANN P.C.	**b** EIN:	43-1947695
c	Position: ACCOUNTANT		
d	Address: 1801 13TH STREET, SUITE 210 BOULDER, CO 80302	**e** Telephone:	720-493-8273

Explanation: "THE INDIVIDUAL WHO OVERSAW OUR PREVIOUS AUDITS CHANGED FIRMS, AND TO PROVIDE CONSISTENCY OF OVERSIGHT WE USED HIS CURRENT FIRM FOR AUDIT."

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
LEANIN' TREE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-1130457

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)	203135	240008
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9345128	10565574
(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	9548263	10805582
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	9548263	10805582

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)	1230	
(B) Participants	2a(1)(B)	582401	
(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)		583631
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)	10577	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10577
(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)	107889	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		107889
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		1143195
c Other income	2c		1117
d Total income. Add all **income** amounts in column (b) and enter total	2d		1846409
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	586178	
(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)		586178
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2912	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2912
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		589090
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1257319
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: EIDE BAILLY LLP **(2)** EIN: 45-0250958

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		1000000
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
LEANIN' TREE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-1130457

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): 41-6257133 56-1354495

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):



Financial Statements
December 31, 2010 and 2009

Leanin' Tree, Inc. 401(k) Plan

Independent Auditor's Report 2

Financial Statements

Statements of Net Assets Available for Benefits 4
Statements of Changes in Net Assets Available for Benefits 5
Notes to Financial Statements 6

Supplemental Schedules

Schedule H, Line 4i – Schedule of Assets Held at End of Year 15

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CPAs & BUSINESS ADVISORS

Independent Auditor's Report

The Plan Administrator
Leanin' Tree, Inc. 401(k) Plan
Boulder, Colorado

We were engaged to audit the accompanying statement of net assets available for benefits – modified cash basis of Leanin' Tree, Inc. 401(k) Plan (the "Plan") as of December 31, 2010, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2010 and the supplemental Schedule H, Line 4i—Schedule of Assets Held at End of Year as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 22, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010, that the information provided to the Plan Administrator by the trustee is complete and accurate.

As described in Note 2, the financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

As described in Note 8 to the financial statements, the Plan has restated the statement of net assets available for benefits as of December 31, 2009 to reflect the adoption of Accounting Standards Update No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans" to classify the participants loans as notes receivable from plan participants.

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5299 DTC Blvd., Ste. 1000 | Greenwood Village, CO 80111-3329 | TF 877.882.9856 | T 303.770.5700 | F 303.770.7581 | EOE

Because of the significance of the information in the Plan's 2010 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Greenwood Village, Colorado
July 22, 2011

	2010	2009 (restated)
Investments at fair value		
Money market fund	$ 1,553,013	$ 969,756
Mutual funds	9,012,561	8,375,372
Total investments, at fair value	10,565,574	9,345,128
Notes receivable from plan participants	240,008	203,135
Net assets available for benefits	$ 10,805,582	$ 9,548,263

Leanin' Tree, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2010

Additions:	
Investment Income:	
Interest and dividends	$ 221,921
Net appreciation in fair value of investments	1,030,280
Total investment income	1,252,201
Interest income on notes receivable from participants	10,577
Contributions:	
Participant	583,631
Total additions	1,846,409
Deductions:	
Benefits paid to participants	586,178
Administrative expenses	2,912
Total deductions	589,090
Net Increase	1,257,319
Net Assets Available for Benefits	
Beginning of year	9,548,263
End of year	$ 10,805,582

Note 1 - Description of Plan

The following brief description of the Leanin' Tree, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering qualified employees of Leanin' Tree Inc. and Trumble Greetings, Inc. (collectively the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Employees are eligible to participate in the Plan if they have completed one month of service and are not a member of the following classes of employees:

- Nonresident aliens who have no earned income from sources within the United States; or
- Union employees whose employment is governed by a collective bargaining agreement.

Entry Date

Employees may enter the Plan on the first day of the month coinciding with or next following the date they satisfy the Plan's eligibility requirements.

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan. Contributions are subject to certain Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may contribute $0.25 for every $1.00 that the participant contributions into the Plan up to 6% of base compensation. Additional amounts may be contributed at the discretion of the Company's board of directors. No matching or additional discretionary contributions were made for the year ended December 31, 2010. Participants may also contribute amounts representing distributions from other qualified plans.

The Plan instituted automatic enrollment for those employees hired on or after January 1, 2007 in which the Plan sponsor will automatically withhold 3% of the employee's compensation upon becoming eligible to participate unless otherwise elected by the participant.

Participant Accounts

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

Investment Options

Upon enrollment to the Plan, a participant may direct deferrals and employer contributions in any of the funds offered by the Plan. Participants may change their investment options daily.

Vesting

Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Vesting is based on years of credited services as set forth in the following table:

Participants Years of Service	Percentage
Less than 3	0%
3 or more	100%

Forfeitures

At December 31, 2010 and 2009, forfeited non-vested accounts totaled $2,636 and $1,237, respectively. These amounts are allocated to participant accounts for the plan year following the year in which they are forfeited.

Notes Receivable from Participants

Participants may borrow from their fund accounts, a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and interest rates will be the current prime lending rate of Wells Fargo, plus 1%, or such rate as is prescribed by the Company based on periodic re-evaluations. Interest rates range from 4.25% to 9.25%. Principal and interest is paid ratably through payroll deductions over a period not to exceed five years, unless the proceeds of the loan were used to acquire the participant's residence, in which case the loan will be 10 years. A participant may have no more than one outstanding loan at any one time.

Payment of Benefits

Participants may elect to receive either a lump-sum amount equal to the value of their vested interest or annual installments as defined in the Plan Document upon retirement, termination, death or disability. A terminated employee with a balance of less than $1,000 may be automatically paid out by the Plan upon termination. Any terminated participants with a balance between $1,000 and $5,000 can still be automatically paid out if their balance is rolled into a qualified Individual Retirement Account. Distributions may be made at the participant's election prior to termination upon attainment of age 59 ½ or hardship as defined in the Plan Document.

Death Benefits

The designated beneficiary is entitled to a death benefit distribution equal to the participant's vested account balance.

Other

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 set forth in ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

Note 2 - Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. That basis differs from U.S. generally accepted accounting principles primarily because the Plan has not recognized revenue from employer and participant contribution receivables and their related effects on earnings. In addition, interest income is recorded when received.

The Plan changed accounting policies related to the classification of participant loans from investments to receivables by adopting FASB Accounting Standards Update No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans." Accordingly, the accounting change has been retrospectively applied to the prior period presented, as required.

Use of Estimates

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

Investment Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivables are reclassified as distributions based upon the terms of the plan document.

Payments of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Fees

Administrative expenses are paid by the Plan’s Sponsor as provided in the Plan document.

Subsequent Events

The Plan sponsor has evaluated subsequent events through July 22, 2011, the date which the financial statements were available to be issued.

Note 3 - Investments

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009 are as follows:

	2010	2009
Wells Fargo Advantage Cash Investment Money Market Fund	$ 1,553,013	969,756
Janus Overseas T Fund	1,430,407	1,473,394
PIMCO Total Return Fund	1,149,848	1,107,784
Wells Fargo Advantage Index Fund	1,108,218	1,034,429
Wells Fargo Advantage Small Cap Value Fund	779,461	637,483
Franklin Small-Mid Cap Growth Fund	642,430	559,919
Columbia Mid Cap Value Opportunity R5 Fund	591,034	*
MFS Total Return R3 Fund	*	520,276
Janus T Fund	*	505,069

* Investment balance less than 5% of the Plan's net assets for the applicable year

During the year ended December 31, 2010 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2010
Money market fund	$ 124
Mutual funds	1,030,156
Net appreciation in fair value of investments	$ 1,030,280

The classification of investment earnings reported above and in the statement of changes in net assets may differ from the classification of earnings on Form 5500 due to different reporting requirements on Form 5500.

Note 4 - Fair Value Measurements

Topic ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the authoritative guidance are described below:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means; and
- If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Money market mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	2010			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Growth funds	$ 3,011,087	$ -	$ -	$ 3,011,087
Blended funds	2,347,436	-	-	2,347,436
Intermediate bond	1,149,848	-	-	1,149,848
Value funds	1,056,542	-	-	1,056,542
Target date funds	1,031,350	-	-	1,031,350
Other funds	416,298	-	-	416,298
Total mutual funds	9,012,561	-	-	9,012,561
Money market mutual funds	1,553,013	-	-	1,553,013
Total assets at fair value	$ 10,565,574	$ -	$ -	$ 10,565,574

	2009 (restated)			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Growth funds	$ 3,007,977	$ -	$ -	$ 3,007,977
Blended funds	2,093,442	-	-	2,093,442
Intermediate bond	1,107,784	-	-	1,107,784
Target date funds	899,132	-	-	899,132
Value funds	746,761	-	-	746,761
Other funds	520,276	-	-	520,276
Total mutual funds	8,375,372	-	-	8,375,372
Money market mutual funds	969,756	-	-	969,756
Total assets at fair value	$ 9,345,128	$ -	$ -	$ 9,345,128

Note 5 - Information Certified by the Plan Trustee

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, as permitted under such election, no independent auditing procedures were performed with respect to the information certified by Wells Fargo Bank, N.A.

The Plan trustee has certified its statement of accounts as of December 31, 2010 and 2009 and for the year ended December 31, 2010. The statement of accounts includes beginning and ending balances of investments held, notes receivable from participants, and detail of all transactions during the period, including investment earnings and interest income on notes receivable from participants.

Note 6 - Tax Status

The Plan uses a prototype plan document sponsored by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. received an opinion letter from the IRS, dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 7 - Related Party and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

Note 8 - Restatement

The statement of net assets available for benefits as of December 31, 2009 has been restated in order to reflect the reclassification of participant loans totaling $203,135 from investments to receivables, in accordance with the adoption of FASB Accounting Standards Update (ASU) No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans." This ASU applies to any defined contribution pension plan that allows participant loans. The amendments in this ASU require that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest.

As the participant loans were valued at unpaid principal balance plus any accrued but unpaid interest, which approximated fair value, there was no impact to the 2009 net assets available for benefits, in total, as a result of this change in accounting policy. Further, the restatement had no impact on the statement of changes in assets available for benefits.

Note 9 - 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 statement of net assets available for benefits.

Supplemental Schedule
December 31, 2010

Leanin' Tree, Inc. 401(k) Plan

(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
	Janus Overseas T Fund	Mutual fund	N/A	1,430,407
	PIMCO Total Return Fund	Mutual fund	N/A	1,149,848
*	Wells Fargo Advantage Index Fund	Mutual fund	N/A	1,108,218
*	Wells Fargo Advantage Small Cap Value Fund	Mutual fund	N/A	779,461
	Franklin Small-Mid Cap Growth Fund	Mutual fund	N/A	642,430
	Columbia Mid Cap Value Opportunity R5 Fund	Mutual fund	N/A	591,034
	T. Rowe Price Growth Stock Adv Fund	Mutual fund	N/A	510,186
	T. Rowe Price Value Adv Fund	Mutual fund	N/A	465,508
	American Funds EuroPacific Growth R4 Fund	Mutual fund	N/A	459,757
	Janus T Fund	Mutual fund	N/A	428,064
	MFS Total Return R3 Fund	Mutual fund	N/A	416,298
*	Wells Fargo Advantage Dow Jones Target 2020	Mutual fund	N/A	361,249
*	Wells Fargo Advantage Dow Jones Target 2030	Mutual fund	N/A	307,213
*	Wells Fargo Advantage Dow Jones Target 2010	Mutual fund	N/A	166,115
*	Wells Fargo Advantage Dow Jones Target 2040	Mutual fund	N/A	114,864
*	Wells Fargo Advantage Dow Jones Target Today	Mutual fund	N/A	57,856
*	Wells Fargo Advantage Dow Jones Target 2050	Mutual fund	N/A	24,053
*	Wells Fargo Advantage Cash Investment Money Market Fund	Money market mutual fund	N/A	1,553,013
*	Participant Loans	Interest rates range from 4.25% to 9.25%, maturing through 2015	$ -	240,008
	Total assets held at end of year			$ 10,805,582

* A party-in-interest as defined by ERISA.
N/A - Not applicable for participant-directed plan.



Financial Statements
December 31, 2010 and 2009

Leanin' Tree, Inc. 401(k) Plan

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Independent Auditor's Report

The Plan Administrator
Leanin' Tree, Inc. 401(k) Plan
Boulder, Colorado

We were engaged to audit the accompanying statement of net assets available for benefits – modified cash basis of Leanin' Tree, Inc. 401(k) Plan (the "Plan") as of December 31, 2010, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2010 and the supplemental Schedule H, Line 4i—Schedule of Assets Held at End of Year as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 22, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010, that the information provided to the Plan Administrator by the trustee is complete and accurate.

As described in Note 2, the financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

As described in Note 8 to the financial statements, the Plan has restated the statement of net assets available for benefits as of December 31, 2009 to reflect the adoption of Accounting Standards Update No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans" to classify the participants loans as notes receivable from plan participants.

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Because of the significance of the information in the Plan's 2010 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Greenwood Village, Colorado
July 22, 2011

	2010	2009 (restated)
Investments at fair value		
Money market fund	$ 1,553,013	$ 969,756
Mutual funds	9,012,561	8,375,372
Total investments, at fair value	10,565,574	9,345,128
Notes receivable from plan participants	240,008	203,135
Net assets available for benefits	$ 10,805,582	$ 9,548,263

Leanin' Tree, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2010

Additions:	
Investment Income:	
Interest and dividends	$ 221,921
Net appreciation in fair value of investments	1,030,280
Total investment income	1,252,201
Interest income on notes receivable from participants	10,577
Contributions:	
Participant	583,631
Total additions	1,846,409
Deductions:	
Benefits paid to participants	586,178
Administrative expenses	2,912
Total deductions	589,090
Net Increase	1,257,319
Net Assets Available for Benefits	
Beginning of year	9,548,263
End of year	$ 10,805,582

Note 1 - Description of Plan

The following brief description of the Leanin' Tree, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering qualified employees of Leanin' Tree Inc. and Trumble Greetings, Inc. (collectively the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Employees are eligible to participate in the Plan if they have completed one month of service and are not a member of the following classes of employees:

- Nonresident aliens who have no earned income from sources within the United States; or
- Union employees whose employment is governed by a collective bargaining agreement.

Entry Date

Employees may enter the Plan on the first day of the month coinciding with or next following the date they satisfy the Plan's eligibility requirements.

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan. Contributions are subject to certain Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may contribute $0.25 for every $1.00 that the participant contributions into the Plan up to 6% of base compensation. Additional amounts may be contributed at the discretion of the Company's board of directors. No matching or additional discretionary contributions were made for the year ended December 31, 2010. Participants may also contribute amounts representing distributions from other qualified plans.

The Plan instituted automatic enrollment for those employees hired on or after January 1, 2007 in which the Plan sponsor will automatically withhold 3% of the employee's compensation upon becoming eligible to participate unless otherwise elected by the participant.

Participant Accounts

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

Investment Options

Upon enrollment to the Plan, a participant may direct deferrals and employer contributions in any of the funds offered by the Plan. Participants may change their investment options daily.

Vesting

Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Vesting is based on years of credited services as set forth in the following table:

Participants Years of Service	Percentage
Less than 3	0%
3 or more	100%

Forfeitures

At December 31, 2010 and 2009, forfeited non-vested accounts totaled $2,636 and $1,237, respectively. These amounts are allocated to participant accounts for the plan year following the year in which they are forfeited.

Notes Receivable from Participants

Participants may borrow from their fund accounts, a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and interest rates will be the current prime lending rate of Wells Fargo, plus 1%, or such rate as is prescribed by the Company based on periodic re-evaluations. Interest rates range from 4.25% to 9.25%. Principal and interest is paid ratably through payroll deductions over a period not to exceed five years, unless the proceeds of the loan were used to acquire the participant's residence, in which case the loan will be 10 years. A participant may have no more than one outstanding loan at any one time.

Payment of Benefits

Participants may elect to receive either a lump-sum amount equal to the value of their vested interest or annual installments as defined in the Plan Document upon retirement, termination, death or disability. A terminated employee with a balance of less than $1,000 may be automatically paid out by the Plan upon termination. Any terminated participants with a balance between $1,000 and $5,000 can still be automatically paid out if their balance is rolled into a qualified Individual Retirement Account. Distributions may be made at the participant's election prior to termination upon attainment of age 59 ½ or hardship as defined in the Plan Document.

Death Benefits

The designated beneficiary is entitled to a death benefit distribution equal to the participant's vested account balance.

Other

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 set forth in ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

Note 2 - Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. That basis differs from U.S. generally accepted accounting principles primarily because the Plan has not recognized revenue from employer and participant contribution receivables and their related effects on earnings. In addition, interest income is recorded when received.

The Plan changed accounting policies related to the classification of participant loans from investments to receivables by adopting FASB Accounting Standards Update No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans." Accordingly, the accounting change has been retrospectively applied to the prior period presented, as required.

Use of Estimates

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

Investment Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivables are reclassified as distributions based upon the terms of the plan document.

Payments of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Fees

Administrative expenses are paid by the Plan’s Sponsor as provided in the Plan document.

Subsequent Events

The Plan sponsor has evaluated subsequent events through July 22, 2011, the date which the financial statements were available to be issued.

Note 3 - Investments

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009 are as follows:

	2010	2009
Wells Fargo Advantage Cash Investment Money Market Fund	$ 1,553,013	969,756
Janus Overseas T Fund	1,430,407	1,473,394
PIMCO Total Return Fund	1,149,848	1,107,784
Wells Fargo Advantage Index Fund	1,108,218	1,034,429
Wells Fargo Advantage Small Cap Value Fund	779,461	637,483
Franklin Small-Mid Cap Growth Fund	642,430	559,919
Columbia Mid Cap Value Opportunity R5 Fund	591,034	*
MFS Total Return R3 Fund	*	520,276
Janus T Fund	*	505,069

* Investment balance less than 5% of the Plan's net assets for the applicable year

During the year ended December 31, 2010 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2010
Money market fund	$ 124
Mutual funds	1,030,156
Net appreciation in fair value of investments	$ 1,030,280

The classification of investment earnings reported above and in the statement of changes in net assets may differ from the classification of earnings on Form 5500 due to different reporting requirements on Form 5500.

Note 4 - Fair Value Measurements

Topic ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the authoritative guidance are described below:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means; and
- If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Money market mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	2010			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Growth funds	$ 3,011,087	$ -	$ -	$ 3,011,087
Blended funds	2,347,436	-	-	2,347,436
Intermediate bond	1,149,848	-	-	1,149,848
Value funds	1,056,542	-	-	1,056,542
Target date funds	1,031,350	-	-	1,031,350
Other funds	416,298	-	-	416,298
Total mutual funds	9,012,561	-	-	9,012,561
Money market mutual funds	1,553,013	-	-	1,553,013
Total assets at fair value	$ 10,565,574	$ -	$ -	$ 10,565,574

	2009 (restated)			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Growth funds	$ 3,007,977	$ -	$ -	$ 3,007,977
Blended funds	2,093,442	-	-	2,093,442
Intermediate bond	1,107,784	-	-	1,107,784
Target date funds	899,132	-	-	899,132
Value funds	746,761	-	-	746,761
Other funds	520,276	-	-	520,276
Total mutual funds	8,375,372	-	-	8,375,372
Money market mutual funds	969,756	-	-	969,756
Total assets at fair value	$ 9,345,128	$ -	$ -	$ 9,345,128

Note 5 - Information Certified by the Plan Trustee

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, as permitted under such election, no independent auditing procedures were performed with respect to the information certified by Wells Fargo Bank, N.A.

The Plan trustee has certified its statement of accounts as of December 31, 2010 and 2009 and for the year ended December 31, 2010. The statement of accounts includes beginning and ending balances of investments held, notes receivable from participants, and detail of all transactions during the period, including investment earnings and interest income on notes receivable from participants.

Note 6 - Tax Status

The Plan uses a prototype plan document sponsored by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. received an opinion letter from the IRS, dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 7 - Related Party and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

Note 8 - Restatement

The statement of net assets available for benefits as of December 31, 2009 has been restated in order to reflect the reclassification of participant loans totaling $203,135 from investments to receivables, in accordance with the adoption of FASB Accounting Standards Update (ASU) No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans." This ASU applies to any defined contribution pension plan that allows participant loans. The amendments in this ASU require that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest.

As the participant loans were valued at unpaid principal balance plus any accrued but unpaid interest, which approximated fair value, there was no impact to the 2009 net assets available for benefits, in total, as a result of this change in accounting policy. Further, the restatement had no impact on the statement of changes in assets available for benefits.

Note 9 - 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 statement of net assets available for benefits.

Supplemental Schedule
December 31, 2010

Leanin' Tree, Inc. 401(k) Plan

(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
	Janus Overseas T Fund	Mutual fund	N/A	1,430,407
	PIMCO Total Return Fund	Mutual fund	N/A	1,149,848
*	Wells Fargo Advantage Index Fund	Mutual fund	N/A	1,108,218
*	Wells Fargo Advantage Small Cap Value Fund	Mutual fund	N/A	779,461
	Franklin Small-Mid Cap Growth Fund	Mutual fund	N/A	642,430
	Columbia Mid Cap Value Opportunity R5 Fund	Mutual fund	N/A	591,034
	T. Rowe Price Growth Stock Adv Fund	Mutual fund	N/A	510,186
	T. Rowe Price Value Adv Fund	Mutual fund	N/A	465,508
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	Janus T Fund	Mutual fund	N/A	428,064
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*	Wells Fargo Advantage Dow Jones Target 2020	Mutual fund	N/A	361,249
*	Wells Fargo Advantage Dow Jones Target 2030	Mutual fund	N/A	307,213
*	Wells Fargo Advantage Dow Jones Target 2010	Mutual fund	N/A	166,115
*	Wells Fargo Advantage Dow Jones Target 2040	Mutual fund	N/A	114,864
*	Wells Fargo Advantage Dow Jones Target Today	Mutual fund	N/A	57,856
*	Wells Fargo Advantage Dow Jones Target 2050	Mutual fund	N/A	24,053
*	Wells Fargo Advantage Cash Investment Money Market Fund	Money market mutual fund	N/A	1,553,013
*	Participant Loans	Interest rates range from 4.25% to 9.25%, maturing through 2015	$ -	240,008
	Total assets held at end of year			$ 10,805,582

* A party-in-interest as defined by ERISA.
N/A - Not applicable for participant-directed plan.



Financial Statements
December 31, 2010 and 2009

Leanin' Tree, Inc. 401(k) Plan

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CPAs & BUSINESS ADVISORS

Independent Auditor's Report

The Plan Administrator
Leanin' Tree, Inc. 401(k) Plan
Boulder, Colorado

We were engaged to audit the accompanying statement of net assets available for benefits – modified cash basis of Leanin' Tree, Inc. 401(k) Plan (the "Plan") as of December 31, 2010, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2010 and the supplemental Schedule H, Line 4i—Schedule of Assets Held at End of Year as of December 31, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2009 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 22, 2010, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the 2010 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the year ended December 31, 2010, that the information provided to the Plan Administrator by the trustee is complete and accurate.

As described in Note 2, the financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

As described in Note 8 to the financial statements, the Plan has restated the statement of net assets available for benefits as of December 31, 2009 to reflect the adoption of Accounting Standards Update No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans" to classify the participants loans as notes receivable from plan participants.

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Because of the significance of the information in the Plan's 2010 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Greenwood Village, Colorado
July 22, 2011

	2010	2009 (restated)
Investments at fair value		
Money market fund	$ 1,553,013	$ 969,756
Mutual funds	9,012,561	8,375,372
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Notes receivable from plan participants	240,008	203,135
Net assets available for benefits	$ 10,805,582	$ 9,548,263

Leanin' Tree, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2010

Additions:	
Investment Income:	
Interest and dividends	$ 221,921
Net appreciation in fair value of investments	1,030,280
Total investment income	1,252,201
Interest income on notes receivable from participants	10,577
Contributions:	
Participant	583,631
Total additions	1,846,409
Deductions:	
Benefits paid to participants	586,178
Administrative expenses	2,912
Total deductions	589,090
Net Increase	1,257,319
Net Assets Available for Benefits	
Beginning of year	9,548,263
End of year	$ 10,805,582

Note 1 - Description of Plan

The following brief description of the Leanin' Tree, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering qualified employees of Leanin' Tree Inc. and Trumble Greetings, Inc. (collectively the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Employees are eligible to participate in the Plan if they have completed one month of service and are not a member of the following classes of employees:

- Nonresident aliens who have no earned income from sources within the United States; or
- Union employees whose employment is governed by a collective bargaining agreement.

Entry Date

Employees may enter the Plan on the first day of the month coinciding with or next following the date they satisfy the Plan's eligibility requirements.

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan. Contributions are subject to certain Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may contribute $0.25 for every $1.00 that the participant contributions into the Plan up to 6% of base compensation. Additional amounts may be contributed at the discretion of the Company's board of directors. No matching or additional discretionary contributions were made for the year ended December 31, 2010. Participants may also contribute amounts representing distributions from other qualified plans.

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Participant Accounts

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

Investment Options

Upon enrollment to the Plan, a participant may direct deferrals and employer contributions in any of the funds offered by the Plan. Participants may change their investment options daily.

Vesting

Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Vesting is based on years of credited services as set forth in the following table:

Participants Years of Service	Percentage
Less than 3	0%
3 or more	100%

Forfeitures

At December 31, 2010 and 2009, forfeited non-vested accounts totaled $2,636 and $1,237, respectively. These amounts are allocated to participant accounts for the plan year following the year in which they are forfeited.

Notes Receivable from Participants

Participants may borrow from their fund accounts, a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and interest rates will be the current prime lending rate of Wells Fargo, plus 1%, or such rate as is prescribed by the Company based on periodic re-evaluations. Interest rates range from 4.25% to 9.25%. Principal and interest is paid ratably through payroll deductions over a period not to exceed five years, unless the proceeds of the loan were used to acquire the participant's residence, in which case the loan will be 10 years. A participant may have no more than one outstanding loan at any one time.

Payment of Benefits

Participants may elect to receive either a lump-sum amount equal to the value of their vested interest or annual installments as defined in the Plan Document upon retirement, termination, death or disability. A terminated employee with a balance of less than $1,000 may be automatically paid out by the Plan upon termination. Any terminated participants with a balance between $1,000 and $5,000 can still be automatically paid out if their balance is rolled into a qualified Individual Retirement Account. Distributions may be made at the participant's election prior to termination upon attainment of age 59 ½ or hardship as defined in the Plan Document.

Death Benefits

The designated beneficiary is entitled to a death benefit distribution equal to the participant's vested account balance.

Other

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 set forth in ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

Note 2 - Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. That basis differs from U.S. generally accepted accounting principles primarily because the Plan has not recognized revenue from employer and participant contribution receivables and their related effects on earnings. In addition, interest income is recorded when received.

The Plan changed accounting policies related to the classification of participant loans from investments to receivables by adopting FASB Accounting Standards Update No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans." Accordingly, the accounting change has been retrospectively applied to the prior period presented, as required.

Use of Estimates

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

Investment Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivables are reclassified as distributions based upon the terms of the plan document.

Payments of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Fees

Administrative expenses are paid by the Plan’s Sponsor as provided in the Plan document.

Subsequent Events

The Plan sponsor has evaluated subsequent events through July 22, 2011, the date which the financial statements were available to be issued.

Note 3 - Investments

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009 are as follows:

	2010	2009
Wells Fargo Advantage Cash Investment Money Market Fund	$ 1,553,013	969,756
Janus Overseas T Fund	1,430,407	1,473,394
PIMCO Total Return Fund	1,149,848	1,107,784
Wells Fargo Advantage Index Fund	1,108,218	1,034,429
Wells Fargo Advantage Small Cap Value Fund	779,461	637,483
Franklin Small-Mid Cap Growth Fund	642,430	559,919
Columbia Mid Cap Value Opportunity R5 Fund	591,034	*
MFS Total Return R3 Fund	*	520,276
Janus T Fund	*	505,069

* Investment balance less than 5% of the Plan's net assets for the applicable year

During the year ended December 31, 2010 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2010
Money market fund	$ 124
Mutual funds	1,030,156
Net appreciation in fair value of investments	$ 1,030,280

The classification of investment earnings reported above and in the statement of changes in net assets may differ from the classification of earnings on Form 5500 due to different reporting requirements on Form 5500.

Note 4 - Fair Value Measurements

Topic ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the authoritative guidance are described below:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means; and
- If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Money market mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	2010			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Growth funds	$ 3,011,087	$ -	$ -	$ 3,011,087
Blended funds	2,347,436	-	-	2,347,436
Intermediate bond	1,149,848	-	-	1,149,848
Value funds	1,056,542	-	-	1,056,542
Target date funds	1,031,350	-	-	1,031,350
Other funds	416,298	-	-	416,298
Total mutual funds	9,012,561	-	-	9,012,561
Money market mutual funds	1,553,013	-	-	1,553,013
Total assets at fair value	$ 10,565,574	$ -	$ -	$ 10,565,574

	2009 (restated)			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Growth funds	$ 3,007,977	$ -	$ -	$ 3,007,977
Blended funds	2,093,442	-	-	2,093,442
Intermediate bond	1,107,784	-	-	1,107,784
Target date funds	899,132	-	-	899,132
Value funds	746,761	-	-	746,761
Other funds	520,276	-	-	520,276
Total mutual funds	8,375,372	-	-	8,375,372
Money market mutual funds	969,756	-	-	969,756
Total assets at fair value	$ 9,345,128	$ -	$ -	$ 9,345,128

Note 5 - Information Certified by the Plan Trustee

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, as permitted under such election, no independent auditing procedures were performed with respect to the information certified by Wells Fargo Bank, N.A.

The Plan trustee has certified its statement of accounts as of December 31, 2010 and 2009 and for the year ended December 31, 2010. The statement of accounts includes beginning and ending balances of investments held, notes receivable from participants, and detail of all transactions during the period, including investment earnings and interest income on notes receivable from participants.

Note 6 - Tax Status

The Plan uses a prototype plan document sponsored by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. received an opinion letter from the IRS, dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 7 - Related Party and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

Note 8 - Restatement

The statement of net assets available for benefits as of December 31, 2009 has been restated in order to reflect the reclassification of participant loans totaling $203,135 from investments to receivables, in accordance with the adoption of FASB Accounting Standards Update (ASU) No. 2010-25, "Plan Accounting - Defined Contribution Pension Plan (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans." This ASU applies to any defined contribution pension plan that allows participant loans. The amendments in this ASU require that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest.

As the participant loans were valued at unpaid principal balance plus any accrued but unpaid interest, which approximated fair value, there was no impact to the 2009 net assets available for benefits, in total, as a result of this change in accounting policy. Further, the restatement had no impact on the statement of changes in assets available for benefits.

Note 9 - 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 statement of net assets available for benefits.

Supplemental Schedule
December 31, 2010

Leanin' Tree, Inc. 401(k) Plan

(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
	Janus Overseas T Fund	Mutual fund	N/A	1,430,407
	PIMCO Total Return Fund	Mutual fund	N/A	1,149,848
*	Wells Fargo Advantage Index Fund	Mutual fund	N/A	1,108,218
*	Wells Fargo Advantage Small Cap Value Fund	Mutual fund	N/A	779,461
	Franklin Small-Mid Cap Growth Fund	Mutual fund	N/A	642,430
	Columbia Mid Cap Value Opportunity R5 Fund	Mutual fund	N/A	591,034
	T. Rowe Price Growth Stock Adv Fund	Mutual fund	N/A	510,186
	T. Rowe Price Value Adv Fund	Mutual fund	N/A	465,508
	American Funds EuroPacific Growth R4 Fund	Mutual fund	N/A	459,757
	Janus T Fund	Mutual fund	N/A	428,064
	MFS Total Return R3 Fund	Mutual fund	N/A	416,298
*	Wells Fargo Advantage Dow Jones Target 2020	Mutual fund	N/A	361,249
*	Wells Fargo Advantage Dow Jones Target 2030	Mutual fund	N/A	307,213
*	Wells Fargo Advantage Dow Jones Target 2010	Mutual fund	N/A	166,115
*	Wells Fargo Advantage Dow Jones Target 2040	Mutual fund	N/A	114,864
*	Wells Fargo Advantage Dow Jones Target Today	Mutual fund	N/A	57,856
*	Wells Fargo Advantage Dow Jones Target 2050	Mutual fund	N/A	24,053
*	Wells Fargo Advantage Cash Investment Money Market Fund	Money market mutual fund	N/A	1,553,013
*	Participant Loans	Interest rates range from 4.25% to 9.25%, maturing through 2015	$ -	240,008
	Total assets held at end of year			$ 10,805,582

* A party-in-interest as defined by ERISA.
N/A - Not applicable for participant-directed plan.