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
PROPHET BRAND STRATEGY 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1999

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

150 SPEAR STREET
SUITE 1500
SAN FRANCISCO, CA 94105

2b Employer Identification Number (EIN)
94-3188022

2c Sponsor's telephone number
415-677-0909

2d Business code (see instructions)
541600

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	ROBERT HUEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

PROPHET BRAND STRATEGY

150 SPEAR STREET
SUITE 1500
SAN FRANCISCO, CA 94105

3b Administrator's EIN
94-3188022

3c Administrator's telephone number
415-677-0909

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**	140
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**	160
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	42
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	202
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	202
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	136
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
PROPHET BRAND STRATEGY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROPHET BRAND STRATEGY

D Employer Identification Number (EIN)
94-3188022

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN
100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

GOLDMAN SACHS
71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

IVY FUNDS, INC.

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

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

MFS FUND DISTRIBUTORS, INC.

04-2747644

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

OPPENHEIMER FUNDS INC.

13-2527171

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

VAN KAMPEN FUNDS INC.

36-2811402

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

VICTORY CAPITAL MANAGEMENT

13-2700161

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

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

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

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
59 60 63	BROKERAGE	0	Yes [X] No [ ]	Yes [ ] No [X]	49433	Yes [ ] No [X]

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

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 52 37 50	RECORD KEEPER	479	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	59 60 63	49433

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
UNAVAILABLE	UNAVAILABLE UNAVAILABLE, NJ 07032	SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES DISTRIBUTION (12B-1) FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
BANK OF AMERICA	52	4657

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
UNAVAILABLE	UNAVAILABLE UNAVAILABLE, NJ 07032	INVESTMENT MANAGEMENT FEES PAID INDIRECTLY BY PLAN

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVY FUNDS, INC. 6300 LAMAR AVENUE P. O. BOX 29217 SHAWNEE MISSION, KS 66201	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS FUND DISTRIBUTORS, INC. 04-2747644	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VAN KAMPEN FUNDS INC. 36-2811402	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
PROPHET BRAND STRATEGY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PROPHET BRAND STRATEGY

D Employer Identification Number (EIN)
94-3188022

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

a Name of MTIA, CCT, PSA, or 103-12 IE: MERRILL RETIREMENT PRES TRUST

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6484011-001	C	783710

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
PROPHET BRAND STRATEGY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROPHET BRAND STRATEGY

D Employer Identification Number (EIN)
94-3188022

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)	27809	49349
(9) Value of interest in common/collective trusts	1c(9)	569520	783710
(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)	6962296	9039026
(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	7559625	9872085
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	7559625	9872085

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)	209837	
(B) Participants	2a(1)(B)	1040031	
(C) Others (including rollovers)	2a(1)(C)	105737	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1355605
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)	1851	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1851
(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)	131233	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		131233
(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)		8035
(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)		1025611
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2522335
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	207786	
(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)		207786
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		1609
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)	480	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		480
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		209875
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2312460
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: SHEA LABAGH DOBBERSTEIN (2) EIN: 94-2290202

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		679100
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
PROPHET BRAND STRATEGY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROPHET BRAND STRATEGY

D Employer Identification Number (EIN)
94-3188022

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 57-1198022

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PROPHET BRAND STRATEGY 401(k) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Year Ended December 31, 2010

PROPHET BRAND STRATEGY 401(k) PLAN

Year Ended December 31, 2010

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SHEA LABAGH DOBBERSTEIN

Certified Public Accountants, Inc.

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS

OF PROPHET BRAND STRATEGY 401(k) PLAN

We were engaged to audit the accompanying statements of net assets available for benefits of PROPHET BRAND STRATEGY 401(k) PLAN (the "Plan"), as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules of Schedule H, Line 4a: Schedule of Delinquent Participant Contributions as of December 31, 2010 and Schedule H, Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Reliance Trust Company and JPMorgan Chase Bank, N.A., the trustees of the Plan, and ADP, Inc., the recordkeeper of the Plan, as agent for JPMorgan Chase Bank, N.A., except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Reliance Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2010 and for the period from November 19, 2010 to December 31, 2010, and that JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009, and for the period from January 1, 2010 to November 19, 2010. The plan administrator has obtained certifications from the Plan trustees and the agent on behalf of JPMorgan Chase Bank, N.A. as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustees is complete and accurate.

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

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.

Shea Labagh Dobberstein

October 11, 2011

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PROPHET BRAND STRATEGY 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2010	December 31, 2009
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Common Collective Trust Fund	$ 783,710	$ 531,002
Mutual Funds	9,039,026	6,962,296
TOTAL INVESTMENTS, AT FAIR VALUE	9,822,736	7,493,298
RECEIVABLES		
Participant Contributions	22,368	27,123
Employer Contributions	4,197	4,486
Notes Receivable from Participants	49,349	27,809
TOTAL RECEIVABLES	75,914	59,418
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	9,898,650	7,552,716
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR INTEREST IN COMMON COLLECTIVE TRUST RELATING TO FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	-	38,518
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,898,650	$ 7,591,234

See accompanying notes to financial statements.

PROPHET BRAND STRATEGY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2010

ADDITIONS	
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
INVESTMENT INCOME	
Net Appreciation in Fair Value of Investments	$ 1,025,611
Interest and Dividends	139,268
NET INVESTMENT INCOME	1,164,879
INTEREST ON NOTES RECEIVABLE FROM PARTICIPANTS	1,851
CONTRIBUTIONS	
Participants	1,035,276
Employer	209,548
Rollover	105,737
TOTAL CONTRIBUTIONS	1,350,561
TOTAL ADDITIONS	2,517,291
DEDUCTIONS	
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
BENEFITS PAID TO PARTICIPANTS	209,395
ADMINISTRATIVE EXPENSES	480
TOTAL DEDUCTIONS	209,875
NET INCREASE IN NET ASSETS	2,307,416
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	7,591,234
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 9,898,650

See accompanying notes to financial statements.

PROPHET BRAND STRATEGY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of PROPHET BRAND STRATEGY 401(k) PLAN (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General – The Plan is a voluntary defined contribution plan available to substantially all employees of Prophet Brand Strategy ("Prophet Brand") and its related entity, Play, Inc. (collectively, the "Company"). The Plan was established on January 1, 1999 by Prophet Brand. The Plan is available to substantially all employees of the Company excluding leased employees, nonresident aliens and members of a collective bargaining agreement. Eligible employees may participate in the Plan at the beginning of employment. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 ("ERISA") and certain provisions of the Internal Revenue Code ("IRC").

The Plan provides for a plan administrator who is responsible for keeping accurate and complete records of the Plan's operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and government regulations, and providing participants with any reports and documents required by law.

Effective November 19, 2010, JPMorgan Chase Bank, N.A. was replaced by Reliance Trust Company as the Plan's trustee.

Participant Contributions – Participants may voluntarily contribute, on a pretax basis, up to 50% of their annual eligible compensation, as defined in the Plan, with maximum contributions of $16,500 for 2010. The Plan allows participants who are 50 years of age or older by the end of the Plan year and who are making contributions to the Plan, to also make a catch-up contribution limited to $5,500 for the year ended December 31, 2010. Participants are also allowed to roll over contributions from other qualified retirement plans, subject to approval by the plan administrator. Participant contributions are vested and nonforfeitable at all times.

Employer Contributions – The Company's matching contributions are determined each pay period based on 50% of the participant's deferral on the first 4% of each participant's eligible compensation. The Company may also make discretionary profit-sharing contribution. The Company's contributions are subject to certain limitations imposed by applicable provisions of the IRC.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Participant Accounts – Each participant's account is credited with the participant's contributions and the Company's matching contributions and allocations of (a) the Company's profit sharing contributions, if any, and (b) Plan's investment earnings or losses. Allocations are based on the participant earnings or account balances, as defined. The benefit to which a participant is entitled is equivalent to the participant's vested account balance.

Vesting – Participants are immediately vested in their contributions and rollover contributions plus actual earnings thereon. Company contributions and related earnings thereon vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Investment Options – Upon enrollment in the Plan, a participant may direct the investment of their accounts among the funds available under the Plan.

Notes Receivable from Participants – Participants may borrow from their vested account balance a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan terms range from one to five years, or a longer repayment term for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. The prime rate is determined monthly based on the rate published by the Wall Street Journal. Principal and interest are paid ratably through regular payroll deductions. Any outstanding loan will become due and payable upon termination of employment. At December 31, 2010, interest rates ranged from 4.25% to 6.25% with maturity dates ranging from November 2011 to October 2034.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Payment of Benefits – Participants are eligible to receive distributions from the Plan upon reaching normal retirement age of 65 years, severance from employment, disability or death. A participant may also be eligible for a withdrawal due to financial hardship in certain circumstances and in-service distributions may be made to a participant who has not separated from service provided that the participant has attained age 59½. Distributions to the participant or beneficiary may be made in the form of a lump sum payment, a direct rollover distribution, or a combination totaling the value of the participant's vested interest in his or her account. If a terminated participant's balance is less than $5,000 the balance will be distributed directly to the participant as a lump-sum payment.

Forfeitures – The unvested portion of a participant's account is forfeited upon termination of employment. Forfeitures are used to reduce future company matching contributions. As of December 31, 2010 and 2009, forfeited nonvested accounts amounted to $26,022 and $22,655, respectively. During the year ended December 31, 2010, the Company used $16,404 of forfeitures to partially fund employer contributions.

Administrative Expenses – The Company pays substantially all of the Plan's administrative expenses, except for the participant loan and distribution application fees.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan prepares its financial statements under the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Adoption of New Accounting Standards – In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-06, *Improving Disclosures about Fair Value Measurements.* ASU 2010-06 amended Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* to clarify certain existing fair value disclosures and to require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of New Accounting Pronouncements (Continued) – In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and to present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. The Company adopted ASU 2010-06 for the plan year ended December 31, 2010, and the adoption did not have a material impact on the Plan's net assets available for benefits or its changes in net assets available for benefits, as changes are related to the fair value measurement disclosures.

In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU No. 2010-25 requires participant loans to be classified as notes receivable from participants and measured at their unpaid principal balances plus any accrued but unpaid interest. ASU No. 2010-25 is effective for years ending after December 15, 2010, with early adoption permitted. Previously, loans to participant were classified as investments and measured at fair value. The Company adopted ASU 2010-25 for the year ended December 31, 2010. Participant loans have been reclassified to notes receivable from participants as of December 31, 2010 and 2009. Interest income related to notes receivable has been reclassified to interest income on notes receivable from participants.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. 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 3 for discussion of fair value measurements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition (continued) – As described in the *Plan Accounting – Defined Contribution Pension Plans* topic of the FASB ASC, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in an investment contract through a common collective trust. As required by the standard, the Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust as well as the adjustment, if any, of the investment in the common collective trust from fair value to contract value relating to the investment contract. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payments of Benefits – Benefits are recorded when paid.

PROPHET BRAND STRATEGY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010

NOTE 3 – FAIR VALUE MEASUREMENTS

The *Fair Value Measurements and Disclosures* Topic of the FASB ASC defines fair value and provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level l measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under this standard are described as follows:

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.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

Mutual Funds: Valued based on the quoted market prices, which represents the net asset value of shares held by the Plan at year-end.

Common Collective Trust Fund: Valued at the net asset value of shares of a bank collective trust held by the Plan at year-end. The net asset value is based on the fair value of the underlying investments held by the fund. Participant transactions (issuances and redemptions) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure the securities liquidations will be carried out in an orderly business manner. (see Note 5).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Aggressive Growth Funds	$ 2,467,633	$ -	$ -	$ 2,467,633
Growth Funds	3,557,427	-	-	3,557,427
Growth and Income Funds	2,652,669	-	-	2,652,669
Income Funds	361,297	-	-	361,297
Total Mutual Funds	9,039,026	-	-	9,039,026
Common Collective Trust Fund	-	783,710	-	783,710
Total Investments at Fair Value	$ 9,039,026	$ 783,710	$ -	$ 9,822,736

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Aggressive Growth Funds	$ 1,857,100	$ -	$ -	$ 1,857,100
Growth Funds	2,773,959	-	-	2,773,959
Growth and Income Funds	2,134,815	-	-	2,134,815
Income Funds	196,422	-	-	196,422
Total Mutual Funds	6,962,296	-	-	6,962,296
Common Collective Trust Fund	-	531,002	-	531,002
Total Investments at Fair Value	$ 6,962,296	$ 531,002	$ -	$ 7,493,298

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEES OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Reliance Trust Company ("Reliance") and JPMorgan Chase Bank, N.A., the trustees, and ADP, Inc., the recordkeeper of the Plan, as agent for JPMorgan Chase Bank, N.A., have certified to the completeness and accuracy of all the information related to investments and notes receivable from participants reflected in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010, and the related investment activity and interest income on notes receivable from participants reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2010.

As discussed in Note 1, effective November 19, 2010, JPMorgan Chase Bank, N.A., was replaced by Reliance as the Plan's trustee. The Plan sponsor obtained certifications from Reliance as of December 31, 2010 and for the period from November 19, 2010 through December 31, 2010, ADP, Inc., the recordkeeper of the Plan, as agent for JPMorgan Chase Bank, N.A., for the period from January 1, 2010 through November 19, 2010 and from JPMorgan Chase Bank, N.A., as of December 31, 2009.

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEES OF THE PLAN (Continued)

The following table is a summary of the certified investment information as of December 31, 2010 and 2009, furnished to the plan administrator and included in the Plan's financial statements and supplemental schedules. Individual investments that are greater than 5% or net assets are separately listed.

	2010	2009
Common Collective Trust Fund:		
Bank of America, N.A. Retirement Preservation Trust (formerly Merrill Retirement Preservation Trust)	$ 783,710	$ 531,002
Mutual Funds:		
BlackRock Global Allocation Fund A	592,523	605,494
BlackRock Global Small Cap Fund A	637,990	523,178
BlackRock S&P 500 Index Fund I	722,413	657,219
Franklin Income Fund A	961,791	749,988
Goldman Sachs Mid Cap Value Fund	666,400	457,570
Thornburg International Value Fund A	1,032,290	767,697
Other Mutual Funds	4,425,619	3,201,150
Total Mutual Funds	9,039,026	6,962,296
Total Investments	$ 9,822,736	$ 7,493,298
Notes Receivable from Participants	$ 49,349	$ 27,809

The following is a summary of net investment income and interest income on notes receivable from participants certified by the trustees for the year ended December 31, 2010:

Net Appreciation in Fair Value of Investments, All Mutual Funds	$ 1,025,611
Dividend Income	$ 139,268
Interest Income, Notes Receivable from Participants:	$ 1,851

NOTE 5 – INVESTMENT CONTRACT

The Plan owned a beneficial ownership of investment contracts through its investments in the Retirement Preservation Trust (the "Trust"). On October 6, 2010, Bank of America, N.A. as trustee of the Trust determined to terminate the trust and commence liquidation of the underlying assets. In connection with that determination, Bank of America North America Holding Corporation and an affiliate agreed to provide additional liquidity as needed to allow continued withdrawals from the Trust of $1.00 per unit. The wrap contracts held by the Trust were then terminated, and the underlying assets of the trust were liquidated, with the proceeds then invested in short term liquid investment securities. On February 28, 2011, the Trust terminated operations and was liquidated on March 1, 2011 through an in-kind donation to unit holders. All Trust units were redeemed or exchanged at the net asset value per unit of $1.00, which terminated the Trust.

During the years ended December 31, 2010 and 2009, the average yield generated by the investment contracts was as follows:

	2010	2009
Based on Actual Earnings	1.73%	2.35%
Based on Interest Rate Credited to Participants	1.89%	2.57%

NOTE 6 – TAX STATUS

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the IRC. A favorable opinion letter from the Internal Revenue Service was received on May 3, 2002 regarding the qualified status of the prototype plan on which the terms of the Plan are based. The Plan has not received a determination letter specific to the Plan itself; however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC. Accordingly, no provision for income taxes has been recorded in the Plan's financial statements.

NOTE 6 – TAX STATUS (Continued)

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 position that more likely than not would not be sustained upon examination by the IRS. 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 process. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

NOTE 7 – PLAN TERMINATION

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination, from among the funds sponsored by the Plan. Investment securities are exposed to various risks such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in investment value in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Further, the underlying securities of the Plan's investments could include securities with contractual cash flows, such as, but not limited to, asset-backed securities, collateralized mortgage obligations, and commercial mortgage-backed securities and real estate. The value, liquidity and related income of these securities may be particularly sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by real or perceived difficulties of the issuers, changes in interest rates and conditions in financial markets.

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to Form 5500 as of and for the years ended December 31:

	2010	2009
Net Assets Available for Benefits per Financial Statements	$ 9,898,650	$ 7,591,234
Reconciling Item:		
Less: Accrual of Employer/Participant Contributions Receivable	26,565	31,609
Net Assets Available for Benefits per Form 5500	$ 9,872,085	$ 7,559,625
Net Increase in Net Assets per the Statement of Changes in Net Assets Available for Benefits	$ 2,307,416	
Reconciling Item:		
Net Cash to Accrual Adjustments:		
Employer/Participant Contributions	5,044	
Net Increase in Net Assets per Form 5500	$ 2,312,460	

NOTE 10 – DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2010, the Company failed to remit to the Plan's custodian certain employee contributions and participant loan repayments totaling $9,219, $177,614 and $497,267 for the 2010, 2009 and 2008 Plan years, respectively, within the period prescribed by Department of Labor regulations. The Company is currently in the process of calculating lost earnings which it will contribute to the accounts of the affected participants when it is determined.

NOTE 11 – SUBSEQUENT EVENTS

In April 2011, the Plan was amended to calculate the employer matching contribution limits on an annual basis rather than for each pay period. Management of the Plan has considered subsequent events through October 11, 2011, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

PROPHET BRAND STRATEGY 401(k) PLAN

SCHEDULE H – LINE 4a: SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

EIN: 94-3188022

Plan Number: 001

December 31, 2010

Year	Participant Contributions Transferred Late to Plan Check here if Late Participant Loan Repayments are included: ☒	Total that Constitute Nonexempt Prohibited Transactions Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2010	$ 9,219	$ 9,219	$ -	$ -	$ -
2009	$ 177,614	$ 177,614	$ -	$ -	$ -
2008	$ 497,267	$ 497,267	$ -	$ -	$ -

PROPHET BRAND STRATEGY 401(k) PLAN

SCHEDULE H – LINE 4i: SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN: 94-3188022

Plan Number: 001

December 31, 2010

(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
	Common Collective Trust Fund:			
	Bank of America, N.A.	783,710 Units Held	^	$ 783,710
	Mutual Funds:			
	BlackRock Capital Appreciation Inv. Fund A	3,977 Shares	^	91,435
	BlackRock Global Allocation Fund A	30,511 Shares	^	592,523
	BlackRock Global Small Cap Fund A	27,823 Shares	^	637,990
	BlackRock Government Inc Inv A	21,280 Shares	^	230,033
	BlackRock Large Cap Core Fund A	32,116 Shares	^	349,420
	BlackRock Large Cap Growth Fund A	9,827 Shares	^	101,129
	BlackRock Large Cap Value Fund A	32,025 Shares	^	467,890
	BlackRock Mid Cap Value Opportunities Fund A	23,311 Shares	^	387,895
	BlackRock Natural Resources Inv Fund A	125 Shares	^	8,032
	BlackRock S&P 500 Index Fund I	46,971 Shares	^	722,413
	BlackRock Small Cap Growth Fund II A	9,879 Shares	^	134,456
	BlackRock Value Opportunities Fund Inc A	8,538 Shares	^	162,982
	Franklin Income Fund A	441,189 Shares	^	961,791
	Goldman Sachs Balanced Strategy Svc. Fund	11,968 Shares	^	122,668
	Goldman Sachs Growth Opportunities Fund	16,636 Shares	^	375,980
	Goldman Sachs Mid Cap Value Fund	18,751 Shares	^	666,400
	INVESCO Real Estate Fund A	4,008 Shares	^	85,965
	INVESCO Van Kampen Equity and Income Fund A	51,092 Shares	^	438,876
	Ivy Asset Strategy Fund A	3,541 Shares	^	86,581
	MFS Total Return Fund A	31,931 Shares	^	450,230
	MFS Value A Fund	6,437 Shares	^	146,831
	Oppenheimer Main Street Small Cap Fund N	20,480 Shares	^	405,918
	Oppenheimer International Bond Fund A	9,090 Shares	^	59,633
	PIMCO Real Return Fund A	6,306 Shares	^	71,631
	Thornburg International Value Fund A	36,828 Shares	^	1,032,290
	Victory Diversified Stock Fund A	15,889 Shares	^	248,034
				9,039,026
*	Notes Receivable from participants	8 notes receivable bearing interest ranging from 4.25% to 6.25% with maturity dates ranging from November 2011 to October 2034.	-	49,349
				$ 9,872,085

* Denotes Party-In-Interest as defined by ERISA

^ Column (d) Cost is omitted for participant directed investments

Schedule C, Line 2(h) Formula Description

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

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

PROPHET BRAND STRATEGY 401(k) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Year Ended December 31, 2010

PROPHET BRAND STRATEGY 401(k) PLAN

Year Ended December 31, 2010

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SHEA LABAGH DOBBERSTEIN

Certified Public Accountants, Inc.

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS

OF PROPHET BRAND STRATEGY 401(k) PLAN

We were engaged to audit the accompanying statements of net assets available for benefits of PROPHET BRAND STRATEGY 401(k) PLAN (the "Plan"), as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules of Schedule H, Line 4a: Schedule of Delinquent Participant Contributions as of December 31, 2010 and Schedule H, Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Reliance Trust Company and JPMorgan Chase Bank, N.A., the trustees of the Plan, and ADP, Inc., the recordkeeper of the Plan, as agent for JPMorgan Chase Bank, N.A., except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Reliance Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2010 and for the period from November 19, 2010 to December 31, 2010, and that JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009, and for the period from January 1, 2010 to November 19, 2010. The plan administrator has obtained certifications from the Plan trustees and the agent on behalf of JPMorgan Chase Bank, N.A. as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustees is complete and accurate.

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

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.

Shea Labagh Dobberstein

October 11, 2011

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PROPHET BRAND STRATEGY 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2010	December 31, 2009
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Common Collective Trust Fund	$ 783,710	$ 531,002
Mutual Funds	9,039,026	6,962,296
TOTAL INVESTMENTS, AT FAIR VALUE	9,822,736	7,493,298
RECEIVABLES		
Participant Contributions	22,368	27,123
Employer Contributions	4,197	4,486
Notes Receivable from Participants	49,349	27,809
TOTAL RECEIVABLES	75,914	59,418
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	9,898,650	7,552,716
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR INTEREST IN COMMON COLLECTIVE TRUST RELATING TO FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	-	38,518
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,898,650	$ 7,591,234

See accompanying notes to financial statements.

PROPHET BRAND STRATEGY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2010

ADDITIONS	
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
INVESTMENT INCOME	
Net Appreciation in Fair Value of Investments	$ 1,025,611
Interest and Dividends	139,268
NET INVESTMENT INCOME	1,164,879
INTEREST ON NOTES RECEIVABLE FROM PARTICIPANTS	1,851
CONTRIBUTIONS	
Participants	1,035,276
Employer	209,548
Rollover	105,737
TOTAL CONTRIBUTIONS	1,350,561
TOTAL ADDITIONS	2,517,291
DEDUCTIONS	
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
BENEFITS PAID TO PARTICIPANTS	209,395
ADMINISTRATIVE EXPENSES	480
TOTAL DEDUCTIONS	209,875
NET INCREASE IN NET ASSETS	2,307,416
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	7,591,234
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 9,898,650

See accompanying notes to financial statements.

PROPHET BRAND STRATEGY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of PROPHET BRAND STRATEGY 401(k) PLAN (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General – The Plan is a voluntary defined contribution plan available to substantially all employees of Prophet Brand Strategy ("Prophet Brand") and its related entity, Play, Inc. (collectively, the "Company"). The Plan was established on January 1, 1999 by Prophet Brand. The Plan is available to substantially all employees of the Company excluding leased employees, nonresident aliens and members of a collective bargaining agreement. Eligible employees may participate in the Plan at the beginning of employment. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 ("ERISA") and certain provisions of the Internal Revenue Code ("IRC").

The Plan provides for a plan administrator who is responsible for keeping accurate and complete records of the Plan's operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and government regulations, and providing participants with any reports and documents required by law.

Effective November 19, 2010, JPMorgan Chase Bank, N.A. was replaced by Reliance Trust Company as the Plan's trustee.

Participant Contributions – Participants may voluntarily contribute, on a pretax basis, up to 50% of their annual eligible compensation, as defined in the Plan, with maximum contributions of $16,500 for 2010. The Plan allows participants who are 50 years of age or older by the end of the Plan year and who are making contributions to the Plan, to also make a catch-up contribution limited to $5,500 for the year ended December 31, 2010. Participants are also allowed to roll over contributions from other qualified retirement plans, subject to approval by the plan administrator. Participant contributions are vested and nonforfeitable at all times.

Employer Contributions – The Company's matching contributions are determined each pay period based on 50% of the participant's deferral on the first 4% of each participant's eligible compensation. The Company may also make discretionary profit-sharing contribution. The Company's contributions are subject to certain limitations imposed by applicable provisions of the IRC.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Participant Accounts – Each participant's account is credited with the participant's contributions and the Company's matching contributions and allocations of (a) the Company's profit sharing contributions, if any, and (b) Plan's investment earnings or losses. Allocations are based on the participant earnings or account balances, as defined. The benefit to which a participant is entitled is equivalent to the participant's vested account balance.

Vesting – Participants are immediately vested in their contributions and rollover contributions plus actual earnings thereon. Company contributions and related earnings thereon vest according to the following schedule:

Years of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Investment Options – Upon enrollment in the Plan, a participant may direct the investment of their accounts among the funds available under the Plan.

Notes Receivable from Participants – Participants may borrow from their vested account balance a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan terms range from one to five years, or a longer repayment term for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. The prime rate is determined monthly based on the rate published by the Wall Street Journal. Principal and interest are paid ratably through regular payroll deductions. Any outstanding loan will become due and payable upon termination of employment. At December 31, 2010, interest rates ranged from 4.25% to 6.25% with maturity dates ranging from November 2011 to October 2034.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Payment of Benefits – Participants are eligible to receive distributions from the Plan upon reaching normal retirement age of 65 years, severance from employment, disability or death. A participant may also be eligible for a withdrawal due to financial hardship in certain circumstances and in-service distributions may be made to a participant who has not separated from service provided that the participant has attained age 59½. Distributions to the participant or beneficiary may be made in the form of a lump sum payment, a direct rollover distribution, or a combination totaling the value of the participant's vested interest in his or her account. If a terminated participant's balance is less than $5,000 the balance will be distributed directly to the participant as a lump-sum payment.

Forfeitures – The unvested portion of a participant's account is forfeited upon termination of employment. Forfeitures are used to reduce future company matching contributions. As of December 31, 2010 and 2009, forfeited nonvested accounts amounted to $26,022 and $22,655, respectively. During the year ended December 31, 2010, the Company used $16,404 of forfeitures to partially fund employer contributions.

Administrative Expenses – The Company pays substantially all of the Plan's administrative expenses, except for the participant loan and distribution application fees.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan prepares its financial statements under the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Adoption of New Accounting Standards – In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-06, *Improving Disclosures about Fair Value Measurements.* ASU 2010-06 amended Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* to clarify certain existing fair value disclosures and to require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of New Accounting Pronouncements (Continued) – In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and to present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. The Company adopted ASU 2010-06 for the plan year ended December 31, 2010, and the adoption did not have a material impact on the Plan's net assets available for benefits or its changes in net assets available for benefits, as changes are related to the fair value measurement disclosures.

In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU No. 2010-25 requires participant loans to be classified as notes receivable from participants and measured at their unpaid principal balances plus any accrued but unpaid interest. ASU No. 2010-25 is effective for years ending after December 15, 2010, with early adoption permitted. Previously, loans to participant were classified as investments and measured at fair value. The Company adopted ASU 2010-25 for the year ended December 31, 2010. Participant loans have been reclassified to notes receivable from participants as of December 31, 2010 and 2009. Interest income related to notes receivable has been reclassified to interest income on notes receivable from participants.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. 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 3 for discussion of fair value measurements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition (continued) – As described in the *Plan Accounting – Defined Contribution Pension Plans* topic of the FASB ASC, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in an investment contract through a common collective trust. As required by the standard, the Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust as well as the adjustment, if any, of the investment in the common collective trust from fair value to contract value relating to the investment contract. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payments of Benefits – Benefits are recorded when paid.

PROPHET BRAND STRATEGY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010

NOTE 3 – FAIR VALUE MEASUREMENTS

The *Fair Value Measurements and Disclosures* Topic of the FASB ASC defines fair value and provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level l measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under this standard are described as follows:

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.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

Mutual Funds: Valued based on the quoted market prices, which represents the net asset value of shares held by the Plan at year-end.

Common Collective Trust Fund: Valued at the net asset value of shares of a bank collective trust held by the Plan at year-end. The net asset value is based on the fair value of the underlying investments held by the fund. Participant transactions (issuances and redemptions) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure the securities liquidations will be carried out in an orderly business manner. (see Note 5).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Aggressive Growth Funds	$ 2,467,633	$ -	$ -	$ 2,467,633
Growth Funds	3,557,427	-	-	3,557,427
Growth and Income Funds	2,652,669	-	-	2,652,669
Income Funds	361,297	-	-	361,297
Total Mutual Funds	9,039,026	-	-	9,039,026
Common Collective Trust Fund	-	783,710	-	783,710
Total Investments at Fair Value	$ 9,039,026	$ 783,710	$ -	$ 9,822,736

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Aggressive Growth Funds	$ 1,857,100	$ -	$ -	$ 1,857,100
Growth Funds	2,773,959	-	-	2,773,959
Growth and Income Funds	2,134,815	-	-	2,134,815
Income Funds	196,422	-	-	196,422
Total Mutual Funds	6,962,296	-	-	6,962,296
Common Collective Trust Fund	-	531,002	-	531,002
Total Investments at Fair Value	$ 6,962,296	$ 531,002	$ -	$ 7,493,298

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEES OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Reliance Trust Company ("Reliance") and JPMorgan Chase Bank, N.A., the trustees, and ADP, Inc., the recordkeeper of the Plan, as agent for JPMorgan Chase Bank, N.A., have certified to the completeness and accuracy of all the information related to investments and notes receivable from participants reflected in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2010, and the related investment activity and interest income on notes receivable from participants reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2010.

As discussed in Note 1, effective November 19, 2010, JPMorgan Chase Bank, N.A., was replaced by Reliance as the Plan's trustee. The Plan sponsor obtained certifications from Reliance as of December 31, 2010 and for the period from November 19, 2010 through December 31, 2010, ADP, Inc., the recordkeeper of the Plan, as agent for JPMorgan Chase Bank, N.A., for the period from January 1, 2010 through November 19, 2010 and from JPMorgan Chase Bank, N.A., as of December 31, 2009.

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEES OF THE PLAN (Continued)

The following table is a summary of the certified investment information as of December 31, 2010 and 2009, furnished to the plan administrator and included in the Plan's financial statements and supplemental schedules. Individual investments that are greater than 5% or net assets are separately listed.

	2010	2009
Common Collective Trust Fund:		
Bank of America, N.A. Retirement Preservation Trust (formerly Merrill Retirement Preservation Trust)	$ 783,710	$ 531,002
Mutual Funds:		
BlackRock Global Allocation Fund A	592,523	605,494
BlackRock Global Small Cap Fund A	637,990	523,178
BlackRock S&P 500 Index Fund I	722,413	657,219
Franklin Income Fund A	961,791	749,988
Goldman Sachs Mid Cap Value Fund	666,400	457,570
Thornburg International Value Fund A	1,032,290	767,697
Other Mutual Funds	4,425,619	3,201,150
Total Mutual Funds	9,039,026	6,962,296
Total Investments	$ 9,822,736	$ 7,493,298
Notes Receivable from Participants	$ 49,349	$ 27,809

The following is a summary of net investment income and interest income on notes receivable from participants certified by the trustees for the year ended December 31, 2010:

Net Appreciation in Fair Value of Investments, All Mutual Funds	$ 1,025,611
Dividend Income	$ 139,268
Interest Income, Notes Receivable from Participants:	$ 1,851

NOTE 5 – INVESTMENT CONTRACT

The Plan owned a beneficial ownership of investment contracts through its investments in the Retirement Preservation Trust (the "Trust"). On October 6, 2010, Bank of America, N.A. as trustee of the Trust determined to terminate the trust and commence liquidation of the underlying assets. In connection with that determination, Bank of America North America Holding Corporation and an affiliate agreed to provide additional liquidity as needed to allow continued withdrawals from the Trust of $1.00 per unit. The wrap contracts held by the Trust were then terminated, and the underlying assets of the trust were liquidated, with the proceeds then invested in short term liquid investment securities. On February 28, 2011, the Trust terminated operations and was liquidated on March 1, 2011 through an in-kind donation to unit holders. All Trust units were redeemed or exchanged at the net asset value per unit of $1.00, which terminated the Trust.

During the years ended December 31, 2010 and 2009, the average yield generated by the investment contracts was as follows:

	2010	2009
Based on Actual Earnings	1.73%	2.35%
Based on Interest Rate Credited to Participants	1.89%	2.57%

NOTE 6 – TAX STATUS

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the IRC. A favorable opinion letter from the Internal Revenue Service was received on May 3, 2002 regarding the qualified status of the prototype plan on which the terms of the Plan are based. The Plan has not received a determination letter specific to the Plan itself; however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC. Accordingly, no provision for income taxes has been recorded in the Plan's financial statements.

NOTE 6 – TAX STATUS (Continued)

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 position that more likely than not would not be sustained upon examination by the IRS. 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 process. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

NOTE 7 – PLAN TERMINATION

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination, from among the funds sponsored by the Plan. Investment securities are exposed to various risks such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in investment value in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Further, the underlying securities of the Plan's investments could include securities with contractual cash flows, such as, but not limited to, asset-backed securities, collateralized mortgage obligations, and commercial mortgage-backed securities and real estate. The value, liquidity and related income of these securities may be particularly sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by real or perceived difficulties of the issuers, changes in interest rates and conditions in financial markets.

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to Form 5500 as of and for the years ended December 31:

	2010	2009
Net Assets Available for Benefits per Financial Statements	$ 9,898,650	$ 7,591,234
Reconciling Item:		
Less: Accrual of Employer/Participant Contributions Receivable	26,565	31,609
Net Assets Available for Benefits per Form 5500	$ 9,872,085	$ 7,559,625
Net Increase in Net Assets per the Statement of Changes in Net Assets Available for Benefits	$ 2,307,416	
Reconciling Item:		
Net Cash to Accrual Adjustments:		
Employer/Participant Contributions	5,044	
Net Increase in Net Assets per Form 5500	$ 2,312,460	

NOTE 10 – DELINQUENT PARTICIPANT CONTRIBUTIONS

As of December 31, 2010, the Company failed to remit to the Plan's custodian certain employee contributions and participant loan repayments totaling $9,219, $177,614 and $497,267 for the 2010, 2009 and 2008 Plan years, respectively, within the period prescribed by Department of Labor regulations. The Company is currently in the process of calculating lost earnings which it will contribute to the accounts of the affected participants when it is determined.

NOTE 11 – SUBSEQUENT EVENTS

In April 2011, the Plan was amended to calculate the employer matching contribution limits on an annual basis rather than for each pay period. Management of the Plan has considered subsequent events through October 11, 2011, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

PROPHET BRAND STRATEGY 401(k) PLAN

SCHEDULE H – LINE 4a: SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

EIN: 94-3188022

Plan Number: 001

December 31, 2010

Year	Participant Contributions Transferred Late to Plan Check here if Late Participant Loan Repayments are included: ☒	Total that Constitute Nonexempt Prohibited Transactions Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2010	$ 9,219	$ 9,219	$ -	$ -	$ -
2009	$ 177,614	$ 177,614	$ -	$ -	$ -
2008	$ 497,267	$ 497,267	$ -	$ -	$ -

PROPHET BRAND STRATEGY 401(k) PLAN

SCHEDULE H – LINE 4i: SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN: 94-3188022

Plan Number: 001

December 31, 2010

(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
	Common Collective Trust Fund:			
	Bank of America, N.A.	783,710 Units Held	^	$ 783,710
	Mutual Funds:			
	BlackRock Capital Appreciation Inv. Fund A	3,977 Shares	^	91,435
	BlackRock Global Allocation Fund A	30,511 Shares	^	592,523
	BlackRock Global Small Cap Fund A	27,823 Shares	^	637,990
	BlackRock Government Inc Inv A	21,280 Shares	^	230,033
	BlackRock Large Cap Core Fund A	32,116 Shares	^	349,420
	BlackRock Large Cap Growth Fund A	9,827 Shares	^	101,129
	BlackRock Large Cap Value Fund A	32,025 Shares	^	467,890
	BlackRock Mid Cap Value Opportunities Fund A	23,311 Shares	^	387,895
	BlackRock Natural Resources Inv Fund A	125 Shares	^	8,032
	BlackRock S&P 500 Index Fund I	46,971 Shares	^	722,413
	BlackRock Small Cap Growth Fund II A	9,879 Shares	^	134,456
	BlackRock Value Opportunities Fund Inc A	8,538 Shares	^	162,982
	Franklin Income Fund A	441,189 Shares	^	961,791
	Goldman Sachs Balanced Strategy Svc. Fund	11,968 Shares	^	122,668
	Goldman Sachs Growth Opportunities Fund	16,636 Shares	^	375,980
	Goldman Sachs Mid Cap Value Fund	18,751 Shares	^	666,400
	INVESCO Real Estate Fund A	4,008 Shares	^	85,965
	INVESCO Van Kampen Equity and Income Fund A	51,092 Shares	^	438,876
	Ivy Asset Strategy Fund A	3,541 Shares	^	86,581
	MFS Total Return Fund A	31,931 Shares	^	450,230
	MFS Value A Fund	6,437 Shares	^	146,831
	Oppenheimer Main Street Small Cap Fund N	20,480 Shares	^	405,918
	Oppenheimer International Bond Fund A	9,090 Shares	^	59,633
	PIMCO Real Return Fund A	6,306 Shares	^	71,631
	Thornburg International Value Fund A	36,828 Shares	^	1,032,290
	Victory Diversified Stock Fund A	15,889 Shares	^	248,034
				9,039,026
*	Notes Receivable from participants	8 notes receivable bearing interest ranging from 4.25% to 6.25% with maturity dates ranging from November 2011 to October 2034.	-	49,349
				$ 9,872,085

* Denotes Party-In-Interest as defined by ERISA

^ Column (d) Cost is omitted for participant directed investments

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

Plan Name PROPHET BRAND STRATEGY 401(K) PLAN **EIN:** 94-3188022
Plan Sponsor's Name PROPHET BRAND STRATEGY **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VICTORY DIVERSIFIED STOCK FD-A	REGISTERED INVESTMENT COMPANY		248,034
	BLACKROCKNATURALRESTR-A	REGISTERED INVESTMENT COMPANY		8,032
	BLACKROCK CAP APPRECIATION A	REGISTERED INVESTMENT COMPANY		91,434
	BLACKROCK GOVERNMENT INC - A	REGISTERED INVESTMENT COMPANY		230,033
	BLACKROCK MID CAP VAL OPP FD-A	REGISTERED INVESTMENT COMPANY		387,895
	GS BLNCD STRAT-SERVICE	REGISTERED INVESTMENT COMPANY		122,668
	GS GRWTH OPPORTUNITIES-SERVICE	REGISTERED INVESTMENT COMPANY		375,980

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

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

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	GS MID CAP VALUE FND-SERVICE	REGISTERED INVESTMENT COMPANY		666,400
	BLACKROCK S&P 500 FUND - I	REGISTERED INVESTMENT COMPANY		722,413
	OPP MAIN ST SM & MID CAP N	REGISTERED INVESTMENT COMPANY		405,918
	FRANKLIN INCOME FUND - A	REGISTERED INVESTMENT COMPANY		961,791
	BLACKROCK LG CAP GROWTH - A	REGISTERED INVESTMENT COMPANY		101,129
	BLACKROCK SM CAP GRTH II - A	REGISTERED INVESTMENT COMPANY		134,456
	BLACKROCK LG CAP CORE FD -A	REGISTERED INVESTMENT COMPANY		349,420

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BLACKROCK VAL OPP - A	REGISTERED INVESTMENT COMPANY		162,982
	PIMCO REAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		71,631
	BLACKROCK LARGE CAP VALUE - A	REGISTERED INVESTMENT COMPANY		467,890
	BLACKROCK GLOB SMALLCAP FD - A	REGISTERED INVESTMENT COMPANY		637,990
	THORNBURG INTL VALUE FUND-A	REGISTERED INVESTMENT COMPANY		1,032,290
	BLACKROCK GLOBAL ALLOCATION A	REGISTERED INVESTMENT COMPANY		592,523
	INVESCO REAL ESTATE - A	REGISTERED INVESTMENT COMPANY		85,965

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

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

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MFS VALUE - A	REGISTERED INVESTMENT COMPANY		146,831
	MFS TOTAL RETURN - A	REGISTERED INVESTMENT COMPANY		450,230
	INVVK EQUITY AND INCOME A	REGISTERED INVESTMENT COMPANY		438,876
	OPPENHEIMER INTL BOND FD - A	REGISTERED INVESTMENT COMPANY		59,633
	IVY ASSET STRATEGY FUND -Y	REGISTERED INVESTMENT COMPANY		86,581
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 9.25%)		49,349
	MERRILL RETIREMENT PRES TRUST	COMMON/COLLECTIVE TRUST		783,710