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
QUALITY KING DISTRIBUTORS, INC. 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/1997

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

35 SAWGRASS DR STE 1
BELLPORT, NY 11713-1548

2b Employer Identification Number (EIN)
11-1973001

2c Sponsor's telephone number
631-439-2000

2d Business code (see instructions)
424210

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.	10/13/2011	PHYLLIS CALDERONE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2011	PHYLLIS CALDERONE
	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")
QUALITY KING DISTRIBUTORS, INC.

35 SAWGRASS DR STE 1
BELLPORT, NY 11713-1548

3b Administrator's EIN
11-1973001

3c Administrator's telephone number
631-439-2000

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**	283
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**	205
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	24
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	229
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	230
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	145
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
QUALITY KING DISTRIBUTORS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
QUALITY KING DISTRIBUTORS, INC.

D Employer Identification Number (EIN)
11-1973001

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

1 Coverage Information:

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	441462	230	01/01/2010	12/31/2010

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
11020	5770

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

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

LEUMI INVESTMENT SERVICES INC
562 FIFTH AVE
7TH FLOOR
NEW YORK, NY 10036

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11020	5770	REFERRAL/SERVICE FEE	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ CUSTODIAL GUARANTEED FUND CONTRACT

b	Balance at the end of the previous year			7b	1665842
c	Additions: (1) Contributions deposited during the year	7c(1)	114344		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	45006		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	293639		
	▶ LOAN PAYMENT, CORRECTION, OUTSIDE INVESTMENT TRANSFER				
	(6) Total additions			7c(6)	452989
d	Total of balance and additions (add **b** and **c(6)**)			7d	2118831
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	144351		
	(2) Administration charge made by carrier	7e(2)	839		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	446990		
	▶ LOAN WITHDRAWAL, SPINOFF, OUTSIDE INVESTMENT TRANSFER				
	(5) Total deductions			7e(5)	592180
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1526651

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
QUALITY KING DISTRIBUTORS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUALITY KING DISTRIBUTORS, INC.

D Employer Identification Number (EIN)
11-1973001

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
13 37 50 64	CONTRACT ADMINISTRATOR	3732	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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(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 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
QUALITY KING DISTRIBUTORS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUALITY KING DISTRIBUTORS, INC.

D Employer Identification Number (EIN)
11-1973001

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)	0	0
(2) Participant contributions	1b(2)	1017	0
(3) Other	1b(3)	0	0
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)	335448	490588
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	6095231	5453654
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1665842	1526651
(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	8097538	7470893
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
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	8097538	7470893

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)	0	
	(B) Participants	2a(1)(B)	627718	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		627718
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	22716	
	(F) Other	2b(1)(F)	45006	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		67722
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	64784	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		64784
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		595841
c Other income	2c		17
d Total income. Add all **income** amounts in column (b) and enter total	2d		1356082
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	889879	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		889879
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	3732	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	77	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3809
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		893688
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		462394
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		1089039

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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CRAIG MORRIS & COMPANY (2) EIN: 11-2674796

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		1017
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	0
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	0
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	0
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)
PERFUMANIA HOLDINGS, INC. 401(K) SAVINGS PLAN	65-0977964	001

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
QUALITY KING DISTRIBUTORS, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUALITY KING DISTRIBUTORS, INC.

D Employer Identification Number (EIN)
11-1973001

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): 42-0127290

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):

QUALITY KING DISTRIBUTORS, INC.
401(k) SAVINGS PLAN

Financial Statements and Supplemental Schedules
For the Years Ended
December 31, 2010 and 2009

Quality King Distributors, Inc.
401(k) Savings Plan
December 31, 2010 and 2009

Contents

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CRAIG MORRIS& COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

356 South Oyster Bay Road
Syosset, New York 11791
(516) 681-1121

October 5, 2011

Independent Auditors' Report
To the Plan Administrator of the
Quality King Distributors, Inc. 401(k) Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Quality King Distributors, Inc. 401(k) Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of (1) Schedule H, line 4a – Schedule of Late Remittances, December 31, 2009 and (2) Schedule H, line 4i – Schedule of Assets Held for Investment Purposes at End of Year. 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 6, which was certified by Principal Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Craig Morris & Company

Quality King Distributors, Inc. 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments at fair value:		
Mutual funds	$5,453,654	$6,095,231
Guaranteed interest contract	1,450,319	1,582,550
Total investments at fair value	6,903,973	7,677,781
Receivables:		
Notes receivable from participants	490,588	335,448
Participant contributions receivable	-0-	1,017
Total receivables	490,588	336,465
LIABILITIES	-0-	-0-
Net assets reflecting investments at fair value	7,394,561	8,014,246
Adjustment from fair value to contract value for fully benefit-responsive investment contract	76,332	83,292
Net Assets Available for Benefits	$7,470,893	$8,097,538

See accompanying notes to financial statements.

Quality King Distributors Inc. 401(k) Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

	2010	2009
Additions		
Investment income		
Interest income on guaranteed interest contract	$ 45,023	$ 47,112
Net appreciation in fair market value of investments	660,625	1,343,607
Total investment income	705,648	1,390,719
Interest income on notes receivable from participants	22,716	17,264
Participants' contributions	627,718	830,815
Total additions	1,356,082	2,238,798
Deductions		
Benefits paid to participants	889,879	341,589
Transfer of net assets	1,089,039	-0-
Administrative expenses	3,809	3,528
Total deductions	1,982,727	345,117
Net increase (decrease)	(626,645)	1,893,681
Net assets available for benefits:		
Beginning of year	8,097,538	6,203,857
End of year	$7,470,893	$8,097,538

See accompanying notes to financial statements.

QUALITY KING DISTRIBUTORS, INC. 401(k) SAVINGS PLAN

Notes to Financial Statements

1. Plan Description

The following description of the Quality King Distributors, Inc. 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement or Summary Plan Description (SPD) for a more complete description of the Plan's provisions.

General

The Plan is a contributory, defined contribution 401(k) plan established on March 1, 1997 covering all eligible employees of Quality King Distributors, Inc. and its Subsidiaries and Affiliates (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Management of the Plan

Plan assets are held and invested by Principal Trust Company ("Principal") as trustee under the terms of a Trust Agreement. The Plan's administrator, Quality King Distributors, Inc., is responsible for administration of the Plan. Contributions are invested in various funds at the discretion of the participants.

Eligibility

Employees of the Company are eligible to participate in the Plan on commencement of employment and may make elective deferral contributions immediately. To be eligible for employer contributions, the employee must complete one year of service, as defined, be at least 21 years of age and have worked not less than 1,000 hours. Enrollment for new eligible participants occurs monthly.

Contributions

Participants may elect to contribute up to 100% of their annual compensation, subject to certain regulatory limitations. Contributions and related earnings are nontaxable until withdrawn from the Plan. Employer matching contributions are discretionary and there were no matching contributions made by the Company for the years ended December 31, 2010 and 2009.

Participants' Accounts

Each participant's account is credited with the participant's contributions, any applicable employer contributions and an allocation of net plan earnings. Participants may direct the investment of their account balances and rollover contributions into various investment options offered by the Plan.

Vesting

Participants are immediately vested in their voluntary contributions, rollovers, and any income or loss thereon. Participants become vested in Company contributions after two years at a rate of 20% annually, resulting in 100% vesting after six years of service.

Payment of Benefits
Upon termination of service due to death, disability, separation or retirement, a participant may elect to receive a lump-sum distribution or installment payouts.

Forfeitures
All forfeitures are reallocated among participant accounts on the same basis as the employer contributions. There were no forfeitures for the years ended December 31, 2010 and 2009.

Notes receivable from participants
Participants are permitted to receive loans from the assets of the Plan subject to certain restrictions. Based on the terms of the Plan, participants may borrow up to a maximum equal to the lesser of $50,000 or 50% of the value of the participant's vested account balance. The minimum loan amount is $1,000. Loans are secured by the participant's account balance in the Plan. All loans, except for the purchase of a primary residence, are to be repaid in installments over a reasonable period of time, not to exceed five years. At December 31, 2010 and 2009, all loans bear interest at prevailing market rates ranging from 4.25% to 9.25%. Two outstanding loans are allowed per participant with only one loan approval allowed in a twelve-month period.

Administrative Expenses
Certain administrative expenses of the Plan are paid directly by the Company.

2. Summary of Significant Accounting Policies
Basis of Accounting
The accompanying financial statements have been prepared under the accrual method of accounting.

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 changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
Investments in mutual funds are stated at fair market value based upon quoted market prices, except for the guaranteed interest contract, which is stated at contract value (see note 5). See note 7 for fair value measurements. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payments of Benefits
Benefits are recorded when paid.

Risks and Uncertainties
The Plan provides for various investment options including any combination of mutual funds and a guaranteed interest contract. The underlying investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will

occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participants' individual account balances.

Reclassification of Participant Loans
Accounting Standards Update No. 2010-25 amended prior accounting standards to require that participant loans be classified as notes receivable from participants, segregated from plan investments and measured at their unpaid principal balance, plus accrued interest. Prior year loans and interest income have been reclassified from investments and investment income to comply with this standard. No change was required in the valuation of these notes. Form 5500 continues to require loans to be classified within investments, but this difference has no effect on net assets.

3. Reconciliation of Financial Statements and Form 5500
The accompanying financial statements have been prepared under the accrual basis of accounting, which may differ from the modified cash basis of accounting used to prepare the Plan's Form 5500. In 2009, a difference of approximately $10,100 related principally to the timing of the accounting recognition of transactions for contributions receivable by the Plan. There were no differences for the year ended December 31, 2010.

4. Investments
At December 31, 2010 and 2009 the following investments and notes receivable from participants held by the Plan were in excess of 5% of the net assets available for benefits:

	2010	2009
Principal Inv LifeTime 2020 AdvSel Fund	$ 492,853	$ 468,987
Principal Inv LifeTime 2030 AdvSel Fund	1,056,411	982,402
Principal Inv Diversified Intl AdvSel Fund	612,951	885,325
Calvert Social Investment Bond A Fund	407,162	493,325
UBS U.S. Large Cap Equity A Fund	517,079	592,735
American Funds Grth Fund of Amer R3 Fund	406,982	502,717
Guaranteed Interest Contract (at contract value)	1,526,651	1,665,842
Fidelity Adv Small Cap Fund	393,747	415,052
MFS Investment Management-MFS Value Fund	434,459	448,763
Notes receivable from participants	490,588	

5. Guaranteed Interest Contract
Investments include a guaranteed investment contract with Principal, referred to as the Principal Fixed Income Option (PFIO). As required by the FASB Accounting Standards Codification (FASB ASC) 962, "Plan Accounting – Defined Contribution Pension Plans", investment contracts such as the PFIO are to be reported at contract value.

In accordance with industry practice, the PFIO is reported with investments at fair value on the face of the Statement of Net Assets Available for Benefits at December 31, 2010 and 2009. The difference between fair value and contract value is presented as an adjustment to net assets available for benefits on this statement.

Principal has indicated that PFIO is a benefit-responsive group annuity contract issued by the Principal Life Insurance Company (PLIC). The methodology for calculating the interest crediting

rate is defined in the contract. Under the terms of the existing contract, the crediting rate is reset on a semiannual basis.

Changes in future interest crediting rates will not effect the amount reported on the statement of net assets available for benefits representing the adjustment for the portion of net assets attributable to fully benefit-responsive investment contracts from fair value to contract value as fair value is considered book value less early withdrawal charge.

The PFIO is a single group annuity contract with a fixed rate of interest. It is not a portfolio of contracts whose yields are based on changes in fair value of underlying assets as would be found in a stable value fund. As a result, the average yield earned by the Plan is the yield earned (i.e. interest credited) on the group annuity contract.

The interest rate history and average yield earned for the contract is as follows:

January 1 – June 30, 2009	3.50%
July 1 – December 31, 2009	3.15%
January 1 – June 30, 2010	3.10%
July 1 – December 31, 2010	2.90%

The Plan may transact at contract value according to the terms defined in the contract at any time the contract remains in effect. There are no significant limitations on such transactions. The contract defines the circumstances and amounts for which the contract may be terminated by the Plan and under which the issuer, PLIC, has the right to no longer receive deposits. Terminations or amendments generally may be made without the consent of participants on 60 days written notice by PLIC or the Plan sponsor.

6. Certified Information

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Principal has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

December 31,	2010	2009
Mutual funds	$5,453,654	$6,095,231
Guaranteed interest contract (at contract value)	1,526,651	1,665,842
Notes receivable from participants	490,588	335,448

Year ended December 31,	2010	2009
Interest income –		
Notes receivable from participants	$22,716	$17,264
Guaranteed interest contract	45,023	47,112
Net appreciation (depreciation) in fair market value of investments:		
Mutual funds	660,625	1,343,607

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2010 and 2009.

Mutual funds: Fair values are based on unadjusted quoted prices in active markets for identical assets.

Guaranteed interest contract: Fair values represent the amounts the plan sponsor would receive if the contract was terminated, which is book value less early withdrawal charge.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Level 1	Level 2	Level 3	Total
2010:				
Mutual funds:				
Balanced/Assets Allocation	$1,867,862	$ -0-	$ -0-	$1,867,862
Fixed Income	509,530	-0-	-0-	509,530
International Equity	808,141	-0-	-0-	808,141
Large U.S. Equity	1,500,680	-0-	-0-	1,500,680
Small/Mid U.S. Equity	767,440	-0-	-0-	767,440
Guaranteed interest contract -short-term fixed income	-0-	-0-	1,450,319	1,450,319
Total assets at fair value	$5,453,653	$ -0-	$1,450,319	$6,903,972
2009:				
Mutual funds	$6,095,231	$ -0-	$ -0-	$6,095,231
Guaranteed interest contract	-0-	-0-	1,582,550	1,582,550
Total assets at fair value	$6,095,231	$ -0-	$1,582,550	$7,677,781

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2010 and 2009. There were no transfers in or out of level 3 assets.

	Guaranteed Interest contract
2010:	
Balance, beginning of year	$1,582,550
Realized gains/(losses)	-0-
Unrealized gains/(losses) relating to instruments still held at the reporting date	6,966
Purchases	407,983
Sales, issuances and settlements	(592,180)
Balance, end of year	$1,450,319
2009:	
Balance, beginning of year	$ 1,055,581
Realized gains/(losses)	-0-
Unrealized gains/(losses) relating to instruments still held at the reporting date	-0-
Purchases, sales, issuances and settlements (net)	526,969
Balance, end of year	$1,582,550

8. Party-In-Interest and Related Party Transactions
Plan investments include a Guaranteed Interest Contract managed by Principal, the Plan's Custodian and, therefore these transactions qualify as party-in-interest. Fees paid to Principal were $3,732, and $3,526 for the years ended December 31, 2010 and 2009. Loans to participants also qualify as party-in-interest transactions.

9. Transfer of Net Assets
A division of the Company was disposed of and its employees were transferred to the qualified plan of the acquiring entity. As part of this transaction, the net assets attributable to these employees were transferred directly to the other plan by the trustee effective January 1, 2010.

10. Late Remittances
Section 2510.3-102 of the Department of Labor regulations provides that amounts withheld from a participant's wages for contributions to a qualified plan become plan assets as of the earliest date on which such contributions can reasonably be segregated from the employer's general assets, but in no event later than the 15th business day in the month immediately following. Typically, the Company is able to segregate the employee contributions from the employer's assets within 5 days of when the amounts are withheld from the employee. However there were circumstances which delayed the timing of when the amounts withheld were remitted. For 2009 such late payments totaled approximately $1,017, and were paid when identified, in the subsequent year. The estimated lost compounded interest on these payments amounted to $17 in 2009, which the Company funded.

11. Plan Termination
Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants' accounts will become fully vested and non-forfeitable.

12. Tax Status
A favorable opinion letter was received on March 31, 2008 from the Internal Revenue Service ("IRS") for the prototype plan adopted by the Plan. The Plan has been amended since the date of the letter to comply with recent legislation and has been submitted to the IRS for approval. The Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code ("IRC") and that the Plan was qualified and tax-exempt as of the financial statement dates.

The plan administrator evaluates its activities annually for potential tax positions that might be considered "uncertain" and is not aware of any such positions.

13. Compliance Test
In order to ensure favorable tax treatment of participant accounts, the Plan may not exceed certain maximums for employee elective contributions and employer-matching contributions of highly compensated employees, as defined by the IRC. The Plan is required to take appropriate actions and make corrective distribution of excess contributions or make additional contributions to the accounts of non-highly compensated employees if IRC requirements are not met. For the years ended December 31, 2010 and 2009 the Plan was in compliance with these IRC requirement.

14. **Subsequent Events**

Subsequent events have been evaluated through October 5, 2011, which is the date the financial statements were available to be used.

Quality King Distributors, Inc. 401(k) Savings Plan
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
Plan Number:001
Form 5500 - EIN:11-1973001

December 31, 2009	Total that Constitutes Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan (1)	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Corrections or in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$1,017	$ -	$1,017	$ -	$ -

* Voluntary fiduciary correction program (DOL)
(1) See note 10

See accompanying independent auditors' report.

Quality King Distributors, Inc.
401(k) Savings Plan
EIN: 11-1973001
Plan Number: 001

Schedule H, Line 4i– Schedule of Assets Held for Investment Purposes at End of Year

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
		Mutual Funds (no maturity date, interest, collateral, par or maturity value):		
	Calvert Asset Management	Calvert Soc Inv Bond A Fund		407,162
	Fidelity Investments	Fidelity Adv High Inc Advant T Fund		102,368
	Fidelity Investments	Fidelity Adv Small Cap T Fund		393,747
	Janus International Holding, LLC	Janus Adviser Forty S Fund		33,562
	MFS Investment Management	MFS Investment Management-MFS Value Fund		434,459
*	Princor Financial Services	Principal Investment Lifetime Str Inc Advsl Fund		27,032
*	Princor Financial Services	Principal Investment Lifetime 2010 Advsl Fund		83,409
*	Princor Financial Services	Principal Investment Lifetime 2020 Advsl Fund		492,853
*	Princor Financial Services	Principal Investment Lifetime 2030 Advsl Fund		1,056,411
*	Princor Financial Services	Principal Investment Lifetime 2040 Advsl Fund		198,905
*	Princor Financial Services	Principal Investment Lifetime 2050 Advsl Fund		9,252
*	Princor Financial Services	Principal Investment S&P 400 Index Advsl Fund		134,918
*	Princor Financial Services	Principal Investment S&P 500 Index Advsl Fund		108,598
*	Princor Financial Services	Principal Investment S&P 600 Index Advsl Fund		22,957
*	Princor Financial Services	Principal Investment Small Cap Value Adv Sel Fund		41,796
*	Princor Financial Services	Principal Investment Mid Cap Value Adv Sel Fund		47,007
*	Princor Financial Services	Principal Investment Real Est Adv Sel Fund		127,016
*	Princor Financial Services	Principal Investment Div Intl Advsl Fund		612,951
*	Princor Financial Services	Principal Investment Intl Em Mkts Advsl Fund		169,274
	The Amercian Funds	Am Fds Grth Fd of Am R3 Fund		406,982
	The Amercian Funds	Am Fds Small Cap World Value Fund		25,916
	UBS Global Asset Management	UBS US Lg Cap Equity A Fund		517,079
		Mutual Funds		5,453,654
*	Principal Life Insurance Company	Principal Fixed Income Option 401(a)/(k)		1,526,651
*	Plan participants	**Participant loans, due in varying amounts through December 2014 at interest rates ranging from 4.25% to 9.25%**		490,588
				$ 7,470,893

* Party-in-interest to the Plan.

** Omitted - all are participant-directed transactions under an individual account plan.

See accompanying independent auditor's report.

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

QUALITY KING DISTRIBUTORS, INC. 401(K)
SAVINGS PLAN
EIN 11 1973001
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

(A)	(B) Identity of issuer, 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
	The American Funds	Registered Investment Company AM FDS GRTH FD OF AM R3 FUND	$ 0.00	$ 406,982.15
	The American Funds	Registered Investment Company AM FUNDS SMALLCAP WORLD R3 FND	$ 0.00	$ 25,915.74
	Calvert Funds	Registered Investment Company CALVERT SOC INV BOND A FUND	$ 0.00	$ 407,162.16
	Fidelity Investments	Registered Investment Company FIDELITY ADV HI INC ADVTG FUND	$ 0.00	$ 102,367.57
	Fidelity Investments	Registered Investment Company FIDELITY ADV SMALL CAP T FUND	$ 0.00	$ 393,746.93
	Janus International Holding, LLC	Registered Investment Company JANUS FORTY S FUND	$ 0.00	$ 33,562.49
	MFS Investment Management	Registered Investment Company MFS VALUE R3 FUND	$ 0.00	$ 434,459.05
*	Principal Life Insurance Company	Insurance Company General PRIN FIXED INCOME 401(A)/(K)	$ 0.00	$ 1,526,651.30
*	Princor Financial Services	Registered Investment Company PRIN INTL EMERG MKTS R3 FUND	$ 0.00	$ 169,274.42
*	Princor Financial Services	Registered Investment Company PRIN LGCAP S&P 500 IDX R4 FUND	$ 0.00	$ 108,597.68
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME STR INC R3 FUND	$ 0.00	$ 27,031.77
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2010 R3 FUND	$ 0.00	$ 83,408.61
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2020 R3 FUND	$ 0.00	$ 492,853.40
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2030 R3 FUND	$ 0.00	$ 1,056,410.84
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2040 R3 FUND	$ 0.00	$ 198,905.29

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

QUALITY KING DISTRIBUTORS, INC. 401(K)
SAVINGS PLAN
EIN 11 1973001
PLAN NUMBER 001
PLAN YEAR 01/01/2010 TO 12/31/2010

(A)	(B) Identity of issuer, 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
*	Princor Financial Services	Registered Investment Company PRIN LIFETIME 2050 R3 FUND	$ 0.00	$ 9,251.96
*	Princor Financial Services	Registered Investment Company PRIN MIDCAP S&P 400 IDX R4 FD	$ 0.00	$ 134,917.97
*	Princor Financial Services	Registered Investment Company PRIN MIDCAP VALUE I R3 FUND	$ 0.00	$ 47,007.10
*	Princor Financial Services	Registered Investment Company PRIN REAL ESTATE SECS R3 FUND	$ 0.00	$ 127,015.93
*	Princor Financial Services	Registered Investment Company PRIN SMALLCAP VALUE R3 FUND	$ 0.00	$ 41,795.23
*	Princor Financial Services	Registered Investment Company PRIN SMCAP S&P 600 IDX R4 FUND	$ 0.00	$ 22,957.08
*	Princor Financial Services	Registered Investment Company PRINCIPAL DIV INTL R3 FUND	$ 0.00	$ 612,950.82
	UBS Global Asset Mgmt	Registered Investment Company UBS U.S. LG CAP EQUITY A FUND	$ 0.00	$ 517,079.32
	Participant Loans	Range of Interest Rates Rates Range From 4.25% To 9.25%	$ 0.00	$ 490,588.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)