

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b Three-digit plan number (PN) ▶	<u>002</u>
		1c Effective date of plan	<u>07/01/1997</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)			
<u>STANDARD CANDY COMPANY, INC.</u>			
<u>715 MASSMAN DRIVE</u>			
<u>NASHVILLE, TN 37210-3723</u>			
	2b Employer Identification Number (EIN)	<u>62-0924160</u>	
	2c Sponsor's telephone number	<u>615-889-6360</u>	
	2d Business code (see instructions)	<u>311300</u>	

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	DENNIS ADCOCK
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") STANDARD CANDY COMPANY, INC. 715 MASSMAN DRIVE NASHVILLE, TN 37210-3723	3b Administrator's EIN 62-0924160 3c Administrator's telephone number 615-889-6360
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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
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5 Total number of participants at the beginning of the plan year	5	193
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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	164
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	68
d Subtotal. Add lines 6a , 6b , and 6c	6d	232
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	232
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	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 2O 2Q 2T

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) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ ¹ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500. STANDARD CANDY COMPANY, INC.	D Employer Identification Number (EIN) 62-0924160

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.
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1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY U.S.A.

(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
01-0233346	65838	48009	85	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
11693	1709

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

PLANNING CORP OF AMERICA, INCORP
150 3RD AVE. SOUTH, SUITE 800
NASHVILLE, TN 37201

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11693			3

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

ACCESS RETIREMENT SERVICES, LLC
213 WEST MAPLEWOOD LANE, SUITE 500
NASHVILLE, TN 37207

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1709	TPA COMPENSATION	5

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule A (Form 5500) 2010
v.092308.1

(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** 2754**5** Current value of plan's interest under this contract in separate accounts at year end **5** 4134376**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT**b** Balance at the end of the previous year **7b** 16030**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)**(4) Transferred from separate account **7c(4)** 136(5) Other (specify below) **7c(5)** 3

▶ DEPOSIT OF STALE DATED CHECKS

(6) Total additions **7c(6)** 139**d** Total of balance and additions (add **b** and **c(6)**). **7d** 16169**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 13415

▶ TPA ADMINISTRATIVE SERVICE FEES

(5) Total deductions **7e(5)** 13415**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 2754

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)	0
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)	0
(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)	0
(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 STANDARD CANDY COMPANY, INC.	D Employer Identification Number (EIN) 62-0924160	

Part I	Service Provider Information (see instructions)
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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)..... ☒ 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
JOHN HANCOCK LIFE INSURANCE COMPANY
01-0233346

(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)

ACCESS RETIREMENT SERVICES, LLC

62-1700633

(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 50 55	TPA	15541	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 ☐

(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

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

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN		B Three-digit plan number (PN) ▶ 002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 STANDARD CANDY COMPANY, INC.		D Employer Identification Number (EIN) 62-0924160
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: RETIREMENT LIVING AT 2045		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2040		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 793
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2035		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 317
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2030		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 66564
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2025		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 630
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2020		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2015		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1274
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule D (Form 5500) 2010 v.092308.1		

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING AT 2010		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 658418

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1414131

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 936650

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 184796

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47001

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17494

a Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9931

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL OPPTS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30278

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45127

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56736

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46088

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA VALUE & RESTRUCTURING			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12280

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1476

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5919

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 387

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS FINANCIAL			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1378

a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL SERVICES FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA			
c EIN-PN 01-0233346-000	d Entity code	P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 264

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VISTA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2451

a Name of MTIA, CCT, PSA, or 103-12 IE: EXPLORER		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8588

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2756

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38546

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29320

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21648

a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11123

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4431

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 310

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24959

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13890

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 830

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21874

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3292

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1150

a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2618

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 188

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5822

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16221

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 228

a Name of MTIA, CCT, PSA, or 103-12 IE: LM WESTRN ASSET GLB HIGH YIELD**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40712
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5467
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98
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a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82
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a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STRATEGIC INC**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22727
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a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 317003
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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)
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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)
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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)
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STANDARD CANDY COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>62-0924160</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)		
	(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)	3026903	3817373
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	16030	2754
	(15) Other	1c(15)	306664	317003

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	830438	945251
(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	4180035	5082381

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4180035	5082381
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	177900	
(B) Participants	2a(1)(B)	285062	
(C) Others (including rollovers)	2a(1)(C)	10141	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		473103

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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	23553	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		23553

(3) Rents	2b(3)		
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(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)	143586	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		143586
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		478031
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		3
d Total income. Add all income amounts in column (b) and enter total.....	2d		1118276

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	184672	
(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)		184672
f Corrective distributions (see instructions)	2f		170
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	15541	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	15547	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		31088
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		215930

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		902346
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) ☒ 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: LATTIMORE, BLACK, MORGAN & CAIN, PC

(2) EIN: 62-1199757

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.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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 <u>STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STANDARD CANDY COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>62-0924160</u>

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	<u>0</u>
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): <u>01-0233346</u> <u>62-0924160</u> 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 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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):

- 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):

**STANDARD CANDY COMPANY, INC.
401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Financial Statements and Supplemental Schedule

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

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LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Independent Auditors' Report

The Board of Trustees

Standard Candy Company, Inc. 401(k) and Employee Stock Ownership Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Standard Candy Company, Inc. 401(k) and Employee Stock Ownership Plan (the Plan) as of December 31, 2010 and 2009, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule as of December 31, 2010, as listed in the accompanying table of contents. These financial statements and the supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by John Hancock Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2010 and 2009 that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedule taken as a whole. The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the custodian, 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 ERISA.

Lattimore Black Morgan & Cain, PC

Brentwood, Tennessee
September 26, 2011

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Assets:		
Cash	\$ <u>2,754</u>	\$ <u>16,030</u>
Investments at fair value:		
Pooled separate accounts	4,134,376	3,333,567
Standard Candy Company, Inc. common stock	<u>945,251</u>	<u>830,438</u>
Total investments	<u>5,079,627</u>	<u>4,164,005</u>
Net assets available for benefits	\$ <u><u>5,082,381</u></u>	\$ <u><u>4,180,035</u></u>

See accompanying notes to the financial statements.

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Changes to net assets attributed to:		
Net change resulting from investment activity:		
Net appreciation in fair value of investments		
at quoted market prices	\$ 478,031	\$ 840,935
Net appreciation of investments determined		
by independent appraisal	143,589	77,429
Dividends	<u>23,553</u>	<u>77,580</u>
Net change resulting from investment activity	<u>645,173</u>	<u>995,944</u>
Contributions:		
Plan Sponsor	177,900	176,204
Participants	<u>295,203</u>	<u>284,014</u>
Total contributions	<u>473,103</u>	<u>460,218</u>
Total additions	<u>1,118,276</u>	<u>1,456,162</u>
Deductions from net assets attributed to:		
Benefits paid	184,842	1,156,339
Administrative expenses	<u>31,088</u>	<u>24,636</u>
Total deductions	<u>215,930</u>	<u>1,180,975</u>
Net increase	902,346	275,187
Net assets available for benefits at beginning of year	<u>4,180,035</u>	<u>3,904,848</u>
Net assets available for benefits at end of year	<u>\$ 5,082,381</u>	<u>\$ 4,180,035</u>

See accompanying notes to the financial statements.

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Notes to the Financial Statements

December 31, 2010 and 2009

(1) Description of plan

The following description of the Standard Candy Company, Inc. 401(k) and Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan, which has both employee stock ownership plan (ESOP) and 401(k) plan features, is a defined contribution plan established to provide retirement benefits for eligible employees of Standard Candy Company, Inc. (the Plan Sponsor). The Plan covers substantially all full-time employees who are age eighteen or older and have completed one year of service (participants). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Participants may voluntarily make qualified retirement contributions to the Plan which are deductible by the participants for federal income tax purposes under Section 401(k) of the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. In order to participate, employees must make a minimum contribution of 1% of compensation. Participant contributions are permitted up to 20% of compensation.

The Plan Sponsor will match an amount equal to 100% of the first 3% of eligible participant contributions and 50% of the next 2% of eligible participant contributions. The Plan Sponsor may also elect to make additional discretionary 401(k), as well as, ESOP contributions. No additional discretionary 401(k) or ESOP contributions were made by the Plan Sponsor during 2010 or 2009.

Plan Sponsor and participant contributions may not exceed the maximum amount deductible for federal income tax purposes.

(c) Participant accounts

Each participant's account is credited (charged) with the participant's contributions, and allocations of Plan Sponsor contributions, plan earnings (losses), allocated forfeitures, and administrative expenses. Allocations are based on a participant's compensation or account balances as defined in the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Notes to the Financial Statements

December 31, 2010 and 2009

(d) Vesting

Participants are immediately vested in their elective salary deferrals, the Plan Sponsor's 401(k) matching contributions plus actual earnings (losses) thereon, and the ESOP portion of the participant accounts plus actual earnings (losses) thereon. Participants are 20% vested in the Plan Sponsor's discretionary contributions after three years of service, with the vesting increasing an additional 20% each year thereafter, until the participant is 100% vested after seven years of credited service.

(e) Payment of benefits

On termination of service due to death, permanent disability, or retirement, a participant may elect to receive either a lump-sum payment or annual installments over a specified period equal to his or her entire account balance. On termination of service due to other reasons, a participant may only receive a distribution equal to his or her vested account balance. If the vested balance in the participant's account is \$1,000 or less and has never exceeded \$1,000, a lump-sum distribution will automatically be made without the participant's written consent. Distributions of the participant's ESOP account will be made ratably over three years, beginning one year after the participant's break in service.

(f) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor discretionary contribution portion of their accounts. Such forfeitures are either used to pay plan expenses or are allocated to participants on the anniversary date, as defined in the plan agreement, based on the participant's account balance. At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$7,241 and \$16,030, respectively. Plan expenses of \$13,415 were paid utilizing forfeited nonvested accounts during 2010. No plan expenses were paid utilizing forfeited nonvested accounts during 2009.

(g) Hardship withdrawals

The Plan permits distributions in the event of a hardship, as defined in the plan agreement. These distributions are taxable and subject to a tax penalty equal to 10% of the hardship distribution amount if the participant is younger than age 59½. Hardship withdrawals are limited to the participant's elective account balance.

(h) Administrative expenses

Certain administrative expenses are paid by the Plan Sponsor.

(i) Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the plan agreement 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 will become 100% vested in their accounts.

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Notes to the Financial Statements

December 31, 2010 and 2009

(2) Summary of significant accounting policies

(a) Basis of accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

(b) Investment valuation and income recognition

The Plan's investments are valued at fair value. The investment values are discussed more fully in Note 4.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

(c) Payment of benefits

Benefits are recorded when paid.

(d) Recently adopted accounting standards

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"). 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. 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 Plan adopted ASU 2010-06 for the Plan year ending December 31, 2010 which did not have an effect 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.

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

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Notes to the Financial Statements

December 31, 2010 and 2009

(f) Events occurring after the reporting date

The Plan has evaluated events and transactions that occurred between December 31, 2010 and September 26, 2011, which is the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

(3) Summary of information certified by custodian

The following information was certified as complete and accurate by John Hancock Life Insurance Company, as of December 31, 2010 and 2009.

	<u>2010</u>	<u>2009</u>
Cash	\$ <u>2,754</u>	\$ <u>16,030</u>
Pooled separate accounts	\$ <u>4,134,376</u>	\$ <u>3,333,567</u>
Net appreciation in fair value of investments at quoted market prices	\$ <u>478,031</u>	\$ <u>840,935</u>

The Standard Candy Company, Inc. common stock investment as of December 31, 2010 and 2009 and related investment activity for the years then ended were excluded from the certifications.

(4) Fair value measurements

FASB Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the 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.

STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to the Financial Statements

December 31, 2010 and 2009

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

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

- (i) *Pooled separate accounts:* Valued at net asset value, which is based on the market value of the underlying investments held by the pooled separate account at year end. The net asset value is not a publicly-quoted price in an active market. Each pooled separate account provides for daily redemption by the Plan at reported net asset values per share with no advance notice requirement.
- (ii) *Plan Sponsor common stock:* Valued at the independently appraised value, which is based on the price at which Plan Sponsor property would change hands between a hypothetical buyer and seller, acting at arm's length.

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's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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:

	<u>Fair Value Measurements as of December 31, 2010 using the following inputs</u>			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Pooled separate accounts:				
Growth funds	\$ 2,407,616	\$ -	\$ 2,407,616	\$ -
Balanced funds	1,210,698	-	1,210,698	-
Fixed income funds	434,283	-	434,283	-
Sector funds	<u>81,779</u>	<u>-</u>	<u>81,779</u>	<u>-</u>
Total pooled separate accounts	4,134,376	-	4,134,376	-
Plan Sponsor common stock	<u>945,251</u>	<u>-</u>	<u>-</u>	<u>945,251</u>
Total	<u>\$ 5,079,627</u>	<u>\$ -</u>	<u>\$ 4,134,376</u>	<u>\$ 945,251</u>

STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to the Financial Statements

December 31, 2010 and 2009

Fair Value Measurements as of December 31, 2009 using the following inputs

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Pooled separate accounts:				
Growth funds	\$ 2,026,223	\$ -	\$ 2,026,223	\$ -
Balanced funds	858,051	-	858,051	-
Fixed income funds	386,367	-	386,367	-
Sector funds	<u>62,926</u>	<u>-</u>	<u>62,926</u>	<u>-</u>
Total pooled separate accounts	3,333,567	-	3,333,567	-
Plan Sponsor common stock	<u>830,438</u>	<u>-</u>	<u>-</u>	<u>830,438</u>
Total	\$ <u>4,164,005</u>	\$ <u>-</u>	\$ <u>3,333,567</u>	\$ <u>830,438</u>

The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended December 31, 2010 and 2009:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	<u>Plan Sponsor Common Stock</u>
Balance at January 1, 2009	\$ 805,460
Unrealized gains relating to instruments still held at the reporting date	77,429
Purchases, sales, issuances and settlements, net	<u>(52,451)</u>
Balance at December 31, 2009	830,438
Unrealized gains relating to instruments still held at the reporting date	143,589
Purchases, sales, issuances and settlements, net	<u>(28,776)</u>
Balance at December 31, 2010	<u>\$ 945,251</u>

STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to the Financial Statements

December 31, 2010 and 2009

(5) Investments

The fair value of investments that represent 5% or more of the Plan's net assets as of December 31, 2010 and 2009 are as follows:

	<u>2010</u>	<u>2009</u>
John Hancock Life Ins. Co. Lifestyle Balanced	\$ <u>936,650</u>	\$ <u>626,610</u>
John Hancock Life Ins. Co. Lifestyle Growth	\$ <u>1,414,131</u>	\$ <u>1,185,319</u>
John Hancock Life Ins. Co. Lifestyle Aggressive	\$ <u>658,418</u>	\$ <u>589,972</u>
John Hancock Life Ins. Co. Stable Value Fund	\$ <u>317,003</u>	\$ <u>306,664</u>
Standard Candy Company, Inc. common stock *	\$ <u>945,251</u>	\$ <u>830,438</u>

* Non-participant directed

(6) Nonparticipant-directed investments

Information about the net assets and significant components of the changes in net assets relating to the non-participant directed investments is as follows:

	<u>2010</u>	<u>2009</u>
Net assets:		
Cash	\$ 2,754	\$ 16,030
Standard Candy Company, Inc. common stock	<u>945,251</u>	<u>830,438</u>
	<u>\$ 948,005</u>	<u>\$ 846,468</u>
 Changes in net assets:		
Forfeitures	\$ 136	\$ 7,102
Forfeitures used to pay plan expenses	(13,415)	-
Net appreciation in fair value of investments	143,589	77,429
Benefits paid	<u>(28,773)</u>	<u>(52,441)</u>
	<u>\$ 101,537</u>	<u>\$ 32,090</u>

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Notes to the Financial Statements

December 31, 2010 and 2009

(7) Investment contract with insurance company

The Plan is party to a pooled separate account that includes an investment contract with an insurance company, John Hancock Life Insurance Company. This investment contract is not considered fully-benefit responsive in accordance with generally accepted accounting principles (GAAP). The insurance company maintains the Plan's contributions in a pooled account which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value, which approximates contract value, as reported to the Plan by John Hancock Life Insurance Company. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The average yield and crediting interest rates were approximately 3.1% and 3.4% for 2010 and 2009, respectively. The crediting interest rate is based on a formula agreed upon with the issuer.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value, which approximates fair value, of the investment contract was \$317,003 and \$306,664 at December 31, 2010 and 2009, respectively.

(8) Income tax status

The Plan obtained a favorable determination letter on October 9, 2002, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the IRC. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Furthermore, the Plan has a pending request for a new determination letter that was filed with the Internal Revenue Service on January 31, 2011.

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 organization 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 progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

**STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK
OWNERSHIP PLAN**

Notes to the Financial Statements

December 31, 2010 and 2009

(9) Related party transactions

The plan investments in the Plan Sponsor's common stock qualify as party-in-interest transactions.

Plan investments in the pooled separate accounts are managed by the custodian of the Plan. Therefore, these transactions qualify as party-in-interest transactions.

Administrative fees of \$15,547 in 2010 and \$16,030 in 2009 were paid by the Plan to the custodian.

(10) Risks and uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is 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 statements of net assets available for plan benefits.

STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN

EIN 62-0924160, PLAN No. 002
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Pooled separate accounts:			
*	John Hancock Life Ins. Co.	Lifecycle 2015 Account	**	\$ 1,274
*	John Hancock Life Ins. Co.	Lifecycle 2020 Account	**	15
*	John Hancock Life Ins. Co.	Lifecycle 2025 Account	**	630
*	John Hancock Life Ins. Co.	Lifecycle 2030 Account	**	66,564
*	John Hancock Life Ins. Co.	Lifecycle 2035 Account	**	317
*	John Hancock Life Ins. Co.	Lifecycle 2040 Account	**	793
*	John Hancock Life Ins. Co.	Lifecycle 2045 Account	**	1
*	John Hancock Life Ins. Co.	Lifestyle Conservative Account	**	47,001
*	John Hancock Life Ins. Co.	Lifestyle Moderate Account	**	184,796
*	John Hancock Life Ins. Co.	Lifestyle Balanced Account	**	936,650
*	John Hancock Life Ins. Co.	Lifestyle Growth Account	**	1,414,131
*	John Hancock Life Ins. Co.	Lifestyle Aggressive Account	**	658,418
*	John Hancock Life Ins. Co.	John Hancock Stable Value Fund	**	317,003
*	John Hancock Life Ins. Co.	PIMCO Real Return Account	**	5,467
*	John Hancock Life Ins. Co.	PIMCO Total Return Account	**	22,727
*	John Hancock Life Ins. Co.	T. Rowe Price Spectrum Account	**	98
*	John Hancock Life Ins. Co.	Strategic Income Fund Opp Fund	**	82
*	John Hancock Life Ins. Co.	LM Partners GLB High Yield	**	40,712
*	John Hancock Life Ins. Co.	PIMCO All Assets	**	16,221
*	John Hancock Life Ins. Co.	American Funds Am Balanced Account	**	5,822
*	John Hancock Life Ins. Co.	Washington Mutual Investors Account	**	2,618
*	John Hancock Life Ins. Co.	Investment Company of America Account	**	188
*	John Hancock Life Ins. Co.	DFA US Small Cap Fund	**	5,919
*	John Hancock Life Ins. Co.	Mutual Beacon Account	**	1,150
*	John Hancock Life Ins. Co.	Mutual Discovery Account	**	228
*	John Hancock Life Ins. Co.	Lord Abbett Mid Cap Value Account	**	11,123
*	John Hancock Life Ins. Co.	Large Cap Fund	**	13,890
*	John Hancock Life Ins. Co.	MFS Utilities Account	**	4,431
*	John Hancock Life Ins. Co.	Capital Appreciation Fund	**	21,648
*	John Hancock Life Ins. Co.	BlackRock Large Value Account	**	310
*	John Hancock Life Ins. Co.	T. Rowe Price Equity Inc	**	21,874
*	John Hancock Life Ins. Co.	Excelsior Value & Restruct Account	**	12,280
*	John Hancock Life Ins. Co.	American Funds Growth Fund Account	**	24,959
*	John Hancock Life Ins. Co.	Blue Chip Growth Fund	**	29,320
*	John Hancock Life Ins. Co.	American Funds Europacific Account	**	2,756
*	John Hancock Life Ins. Co.	Real Est. Securities Fund	**	17,494
*	John Hancock Life Ins. Co.	Financial Services Fund	**	264
*	John Hancock Life Ins. Co.	John Hancock Energy Account	**	56,736
*	John Hancock Life Ins. Co.	Science and Technology Fund	**	1,378
*	John Hancock Life Ins. Co.	American Century Vista Account	**	2,452

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by John Hancock Life Insurance Company, the custodian, except for the Standard Candy Company, Inc. common stock.

STANDARD CANDY COMPANY, INC. 401(K) AND EMPLOYEE STOCK OWNERSHIP PLAN

EIN 62-0924160, PLAN No. 002

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

December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	John Hancock Life Ins. Co.	Small Cap Growth Index Account	**	387
*	John Hancock Life Ins. Co.	John Hancock Royce Opportunity Account	**	9,931
*	John Hancock Life Ins. Co.	John Hancock Explorer Account	**	8,588
*	John Hancock Life Ins. Co.	Oppenheimer Dev Market Account	**	45,127
*	John Hancock Life Ins. Co.	T. Rowe Price Science & Technology	**	1,476
*	John Hancock Life Ins. Co.	Optimized Value Fund	**	830
*	John Hancock Life Ins. Co.	500 Index Fund	**	3,292
*	John Hancock Life Ins. Co.	Small Cap Opportunities Fund	**	38,546
*	John Hancock Life Ins. Co.	International Opps Fund	**	30,278
*	John Hancock Life Ins. Co.	International Small Cap Fund	**	93
*	John Hancock Life Ins. Co.	Mid Cap Stock Fund	**	46,088
	Total pooled separate accounts			<u>4,134,376</u>
	Closely held common stock:			
*	Standard Candy Company, Inc.	Common stock, 59,826 shares	\$ 302,789	<u>945,251</u>
	Total investments			<u>\$ 5,079,627</u>

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by John Hancock Life Insurance Company, the custodian, except for the Standard Candy Company, Inc. common stock.

Plan Name: Standard Candy Company, Inc. 401(k) and Employee Stock Ownership Plan

EIN: 62-0924160

Plan Number: 002

2010 Form 5500, Schedule H, Line 4i

Schedule of Assets Held at End of Year

(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
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2045	**	0.24
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2040	**	793.45
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2035	**	317.03
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2030	**	66,564.09
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2025	**	629.85
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2020	**	14.69
*	John Hancock Life Insurance Company (U.S.A.)	Retirement Living at 2015	**	1,274.35
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Aggressive	**	658,418.11
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Growth	**	1,414,130.70
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Balanced	**	936,650.47
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Moderate	**	184,795.72
*	John Hancock Life Insurance Company (U.S.A.)	Lifestyle Conservative	**	47,000.88
*	John Hancock Life Insurance Company (U.S.A.)	Real Est. Securities Fund	**	17,493.89
*	John Hancock Life Insurance Company (U.S.A.)	Royce Opportunity	**	9,930.82
*	John Hancock Life Insurance Company (U.S.A.)	Intl Small Cap Fund	**	93.11
*	John Hancock Life Insurance Company (U.S.A.)	International Opps Fund	**	30,277.75
*	John Hancock Life Insurance Company (U.S.A.)	Oppenheimer Developing Mkt	**	45,127.11
*	John Hancock Life Insurance Company (U.S.A.)	Energy	**	56,736.36
*	John Hancock Life Insurance Company (U.S.A.)	Mid Cap Stock Fund	**	46,087.94
*	John Hancock Life Insurance Company (U.S.A.)	Columbia Value & Restructuring	**	12,280.39
*	John Hancock Life Insurance Company (U.S.A.)	T. Rowe Price Sci & Tech	**	1,476.27
*	John Hancock Life Insurance Company (U.S.A.)	DFA U.S. Small Cap Fund	**	5,919.17
*	John Hancock Life Insurance Company (U.S.A.)	Small Cap Growth Index	**	387.22
*	John Hancock Life Insurance Company (U.S.A.)	Science & Technology Fund	**	1,377.51
*	John Hancock Life Insurance Company (U.S.A.)	Financial Services Fund	**	263.83
*	John Hancock Life Insurance Company (U.S.A.)	American Century Vista	**	2,451.39
*	John Hancock Life Insurance Company (U.S.A.)	Explorer	**	8,587.63
*	John Hancock Life Insurance Company (U.S.A.)	EuroPacific Growth Fund	**	2,756.34
*	John Hancock Life Insurance Company (U.S.A.)	Small Cap Opportunities Fund	**	38,546.09
*	John Hancock Life Insurance Company (U.S.A.)	Blue Chip Growth Fund	**	29,319.78
*	John Hancock Life Insurance Company (U.S.A.)	Capital Appreciation Fund	**	21,647.67
*	John Hancock Life Insurance Company (U.S.A.)	JPM MidCap Value Fund	**	11,122.67
*	John Hancock Life Insurance Company (U.S.A.)	MFS Utilities	**	4,431.33
*	John Hancock Life Insurance Company (U.S.A.)	BlackRock Large Value	**	310.46
*	John Hancock Life Insurance Company (U.S.A.)	The Growth Fund of America	**	24,958.77
*	John Hancock Life Insurance Company (U.S.A.)	Large Cap Fund	**	13,890.23
*	John Hancock Life Insurance Company (U.S.A.)	Optimized Value Fund	**	830.34
*	John Hancock Life Insurance Company (U.S.A.)	T. Rowe Price Equity Inc	**	21,874.38
*	John Hancock Life Insurance Company (U.S.A.)	500 Index Fund	**	3,291.63
*	John Hancock Life Insurance Company (U.S.A.)	Mutual Beacon	**	1,149.86
*	John Hancock Life Insurance Company (U.S.A.)	Washington Mutual Investors	**	2,618.01
*	John Hancock Life Insurance Company (U.S.A.)	Investment Company of America	**	188.37
*	John Hancock Life Insurance Company (U.S.A.)	American Balanced Fund	**	5,821.71

Plan Name: Standard Candy Company, Inc. 401(k) and Employee Stock Ownership Plan

EIN: 62-0924160

Plan Number: 002

2010 Form 5500, Schedule H, Line 4i

Schedule of Assets Held at End of Year

(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
*	John Hancock Life Insurance Company (U.S.A.)	PIMCO All Asset	**	16,221.23
*	John Hancock Life Insurance Company (U.S.A.)	Mutual Global Discovery	**	228.19
*	John Hancock Life Insurance Company (U.S.A.)	LM Westrn Asset Glb High Yield	**	40,712.01
*	John Hancock Life Insurance Company (U.S.A.)	PIMCO Real Return	**	5,467.14
*	John Hancock Life Insurance Company (U.S.A.)	T. Rowe Price Spectrum Inc	**	98.25
*	John Hancock Life Insurance Company (U.S.A.)	Strategic Income Opp Fund	**	81.64
*	John Hancock Life Insurance Company (U.S.A.)	PIMCO Total Return	**	22,727.01
*	John Hancock Life Insurance Company (U.S.A.)	John Hancock Stable Val	**	317,002.87
*	John Hancock Life Insurance Company (U.S.A.)	Interest Bearing Cash	**	2,753.60
*	Standard Candy Company, Inc.	Common Stock, 59826 shares	302,789	945,250.85
		TOTAL		5,082,380.40

**** Note: Column (d) not required for participant directed accounts.**