Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
KOOS MANUFACTURING, INC. 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2009

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

2741 SEMINOLE AVE
SOUTH GATE, CA 90280

2741 SEMINOLE AVE
SOUTH GATE, CA 90280

2b Employer Identification Number (EIN) 95-3992187

2c Sponsor's telephone number 323-564-2100

2d Business code (see instructions) 315990

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.	10/17/2011	JOHN HUR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

2741 SEMINOLE AVE
SOUTH GATE, CA 90280

3b Administrator's EIN
95-3992187

3c Administrator's telephone number
323-564-2100

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	828
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**	772
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	790
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	790
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	97
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
KOOS MANUFACTURING, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3992187

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1371	1827
(2) Participant contributions	1b(2)	3457	5019
(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)		2273
(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)	259896	612947
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	264724	622066
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	264724	622066

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	84703	
(B) Participants	2a(1)(B)	222702	
(C) Others (including rollovers)	2a(1)(C)	1500	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		308905
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)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10742	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		10742
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		51396
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		371043
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9009	
(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)		9009
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4692	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4692
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13701
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		357342
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: KIM & LEE CORPORATION CPAS **(2)** EIN: 95-4567274

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		50000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
KOOS MANUFACTURING, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3992187

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**

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): 31-4156830

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

KOOS MANUFACTURING, INC. 401(k) PLAN

FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

WITH

INDEPENDENT AUDITORS' REPORT

KOOS MANUFACTURING, INC. 401(k) PLAN
DECEMBER 31, 2010 AND 2009

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All other schedules are omitted because they are not applicable or not required based on the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KIM & LEE CORPORATION
Certified Public Accountants

3600 Wilshire Blvd., Suite 1814
Los Angeles, CA 90010
T 213-387-6000 | F 213-387-2473
E mail@kimleecpas.com

www.kimleecpas.com

LOS ANGELES
ORANGE COUNTY

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Koos Manufacturing, Inc. 401(k) Plan

We were engaged to audit the accompanying statement of net assets available for benefits of Koos Manufacturing, Inc. 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the period from March 27, 2009 (Date of Inception) to December 31, 2009, and the supplemental schedule, Schedule H, line 4i - Schedule of Assets (Held at End of Year), as of December 31, 2010. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Nationwide Trust Company, FSB, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Nationwide Trust Company, FSB held the Plan's investment assets and executed investment transactions as of December 31, 2010 and 2009, and the year ended December 31, 2010, and the period from March 27, 2009, (Date of Inception) to December 31, 2009. The plan administrator has obtained certifications from the trustee as of December 31, 2010 and 2009, and the year ended December 31, 2010, and the period from March 27, 2009, (Date of Inception) to December 31, 2009, that the information provided to the plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 and 2009 financial statements and schedules taken as a whole. The form and content of the information included in the 2010 and 2009 financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Kim & Lee

Los Angeles, California
October 14, 2011

KOOS MANUFACTURING, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS		
Investments (at fair value):		
Investment in registered investment companies	$ 612,947	$ 254,853
Participant loans	2,273	-
	615,220	254,853
Receivables:		
Employer contributions	1,827	2,811
Participant contributions	5,019	7,060
	6,846	9,871
Total assets	622,066	264,724
LIABILITIES	-	-
Net assets available for benefits	$ 622,066	$ 264,724

See auditors' report and accompanying notes to the financial statements.

KOOS MANUFACTURING, INC. 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010, AND PERIOD FROM MARCH 27, 2009 (DATE OF INCEPTION) TO DECEMBER 31, 2009

	2010	2009
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 51,396	$ 27,575
Dividend – registered investment company	10,742	-
	62,138	27,575
Contributions:		
Participants	222,702	171,948
Employer	84,703	66,899
Others (including rollovers)	1,500	-
	308,905	238,847
Total additions	371,043	266,422
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	9,009	1,698
Other expense	4,692	-
Net increases	357,342	264,724
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	264,724	-
End of year	$ 622,066	$ 264,724

See auditors' report and accompanying notes to the financial statements.

Note 1 - Description of Plan

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

General - The Plan is a defined contribution plan covering all employees of the Company who are the age of twenty one or older and has completed twelve months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Each year participants may contribute up to the maximum amount allowed by law, code sections 402(g) and 415. Participants may make a separate election to defer up to 100% of any bonus and contribute amounts representing distributions from other qualified plans. However, the total contributions in any taxable year may not exceed the dollar limit of $16,500 for 2010, which is set by law. The Company also may make matching contributions equal to 50% of participants' elective deferrals. However, the Company will not match elective deferrals that exceed 2% of participants' eligible earnings.

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

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Any employer contributions are subject to the following graded vesting schedule:

Years of service	% Vested
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Years of service for vesting are counted from the inception of the plan. For vesting, the participants will be credited with a year of service for each plan year during which he or she earns credit for 1,000 hours of service. Moreover, no employer profit sharing contributions are subject to a vesting schedule.

Participant Loans - Participants may borrow from their accounts a minimum of $1,000 and may only have one loan outstanding at any time. All outstanding loan balances will become due and payable in their entirety upon the occurrence of a distributable event.

Subsequent Events - In accordance with FASB ASC Topic No. 855, Subsequent Events, the Company evaluated subsequent events for recognition or disclosure through October 14, 2011, the date the accompanying financial statements were available to be issued.

Note 1 - Description of Plan (Continued)

Top-Heavy Plan - When more than 60% of the plan assets are in the accounts of key employees, in any plan year, the plan is considered to be a top-heavy plan. In such case, non-key employees will be entitled to certain "top-heavy minimum benefits" and other special rules will apply. Among these top-heavy rules, the Company may be required to make contribution on behalf of the non-key employees in order to provide with at least "top-heavy minimum benefits."

Distribution of Benefits - On termination of service due to death or disability, all amounts credited to participant's account become fully vested and distribution will be made pursuant to the election of the participant or beneficiary. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum payment in cash. If the plan is terminated for any reason including retirement and the value of participant's vested benefit (minus any rollover contribution account but including any outstanding loan balance) is $5,000 or less, the Company can cash the entire vested account balance out of the Plan. If a participant is determined to be cashout-eligible, the account balance is greater than $1,000, and the participant has not elected to (a) receive the vested benefit in the form of a single lump-sum payment, or (b) have the payment paid as a "direct rollover" to his or her individual retirement account (IRA) or to another employer's tax qualified plan, it will automatically be rolled over to an IRA established by an IRA provider selected by the Company. However, a distribution will be made within reasonable time after the participant's termination of employment if a vested benefit in the Plan does not exceed $1,000, regardless of participant's election. If the account balance is greater than $5,000, a participant is not required to take a payout from the Plan until the age 70 1/2.

Participants may withdraw all or part of their vested account balance once they reach age 59 1/2. They may also withdraw any or part of their rollover contributions account in the Plan as well as any after-tax contributions held in their account in the Plan at any time and at any age.

In the event of financial hardship, participants can withdraw their own elective deferrals (excluding earnings on the elective deferrals) as well as any vested matching contributions if they satisfy certain conditions under the Plan. The minimum permitted hardship withdrawal is $1,000.

Forfeited Accounts - Forfeitures will be used first to restore previously forfeited account balances of returning participants who are so entitled. Remaining forfeitures will be used to reduce any employer contributions and may also be used to pay plan expenses. There were $1,841 and $847 in forfeited accounts as of December 31, 2010 and 2009.

Note 2 - Summary of Significant Accounting Policies

The accounting and reporting policies of the Plan conform to accounting principles generally accepted in the United States of America, (US GAAP).

Basis of Accounting - The financial statements of the Plan are prepared on the accrual method of accounting.

Accounting Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Note 2 - Summary of Significant Accounting Policies (Continued)

Investment Valuation - All investments are carried at fair value or an approximation of fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Non-Distributed Benefits - The Plan does not accrue non-distributed benefits related to participants who have withdrawn from the Plan, but recognizes such benefits as a deduction from net assets in the period in which such benefits are paid.

Plan Administrative Expenses - Cost of administration of the plan is absorbed by the employer.

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

Recent Pronouncement - In April 2009, the FASB issued ASC 820-10-65-4 (formerly FSP SFAS No.157-4), Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly, to provide additional guidance for estimating fair value in accordance with ASC 820, Fair Value Measurements, when the volume and level of activity for the asset or liability have significantly decreased. Adoption of ASC 820-10-65-4 did not have a material impact on the financial statements.

In August 2009, the FASB issued Accounting Standards Update ("ASU") 2009-05 Fair Value Measurements and Disclosures (Topic 820): Measuring Liabilities at Fair Value ("ASU 2009-05") which provides guidance on measuring the fair value of liabilities under FASB ASC 820, Fair Value Measurements and Disclosures ("ASC 820"). ASU 2009-05 clarifies that the unadjusted quoted price for an identical liability, when traded as an asset in an active market is a Level 1 measurement for the liability and provides guidance on the valuation techniques to estimate fair value of a liability in the absence of a Level 1 measurement. ASU 2009-05 is effective for the first interim or annual reporting period beginning after its issuance. The adoption of ASU 2009-05 did not have a material effect on the financial statements.

Note 3 - Information Certified by the Custodians

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, information certified by Nationwide Trust Company, FSB regarding the current value of assets held at December 31, 2010 and 2009, and transactions entered into during the respective year, was used in the preparation of the accompanying financial statements and supplemental schedule. The following table includes the fair values of investment funds that represent the Plan's net assets at December 31, 2010 and 2009:

Note 3 - Information Certified by the Custodians (Continued)

	2010	2009
Amfds Fdmntl Inv R3	$ 15,588	$ 6,394
Blkrk Hlth Scnc Oppr Inv A	16,651	7,840
Col Mdcap Cal Opp A	6,131	1,920
Drey Smcap Eq A	1,981	878
Fidadv Levr Co Stk A	4,980	3,673
Fidadv New Insghts A	12,017	4,518
Gdmnscs Shrt Dur Govt A	13,191	5,640
Heartland Val Pls Inv	213	77
Invsco Realest A	3,131	798
Jpm Intl Val A	1,156	372
Lazard Emrg Mkt Eq Open	17,064	7,091
Nw Dest 2015 R2	8,068	3,138
Nw Dest 2020 R2	16,740	6,760
Nw Dest 2025 R2	87,663	32,703
Nw Dest 2030 R2	50,221	19,831
Nw Dest 2035 R2	29,809	12,512
Nw Dest 2040 R2	32,868	14,569
Nw Dest 2045 R2	15,358	5,744
Nw Dest 2050 R2	8,211	5,022
Nw Inv Dest Aggr R2	12,265	5,751
Nw Inv Dest CnsrvR2	10,856	5,832
Nw Inv Dest Mod Aggr R2	85,621	33,433
Nw Inv Dest Mod Cnsrv R2	9,116	8,090
Nw Inv Dest Mod R2	46,152	17,623
Nw Mny Mkt Prime	18,614	10,370
Nw Rtrmt Inc R2	2,999	1,379
Pimco Allnz Nfj Divd Val A	6,907	3,112
Pimco Ttl Rtn A	19,344	7,694
Prncpl Inv Hi Yld A	3,479	1,260
Prudntl Dryden Fin Svc A	6,001	1,712
Prudntl Jnisn Natrl Rsrc A	23,539	7,617
Psvlt Multcap	2,419	1,128
Sntnl Sm Co A	386	196
Wfa Prec Mtls A	1,643	632
Wfa Util Telcom A	1,898	1,079
Wr Ivy Scbc Tech Y	20,669	8,465
Participant Loans	2,273	-
	$ 615,220	$ 254,853

Note 4 - Fair Value Measurements

The Plan adopted ASC 820-10 (formally, FASB Statement No. 157, Fair Value Measurements). ASC 820-10 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Under SFAS No. 157, fair value measurements are not adjusted for transaction costs. ASC 820-10 establishes 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy under ASC 820-10 are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets.

Level 2 - Significant other observable inputs other than Level 1 prices such as quoted prices in markets that are not active, quoted prices for similar assets, or other inputs that are observable, either directly or indirectly, for substantially the full term of the asset.

Level 3 - Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Plan investment assets, measured at fair value on a recurring basis as of December 31, 2010, are as follows:

	Balance as of December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:				
Registered investment companies	$ 612,947	$ 612,947	$ -	$ -
Participant loans	2,273	-	-	2,273
	$ 615,220	$ 612,947	$ -	$ 2,273

The Plan used the following methods and assumptions in estimating its fair value disclosure for financial instruments:

Level 1 Fair Value Measurements - The investments are composed of registered investment companies that are traded on an active market. The fair value of the investment is based on quoted market values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements - Participant loans are not actively traded and significant other observable inputs are not available. The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant’s account balance. The following table provides further details of the Level 3 fair value measurements of participant loans.

Note 4 - Fair Value Measurements (Continued)

Fair Value Measurement Using Significant Unobservable Inputs (Level 3):

Balance, beginning of year	$	-
Total gains or losses (realized or unrealized) included in changes in net assets available for benefits		(179)
Investments		2,452
Balance, end of year	$	2,273

Note 5 - Tax Status

The Plan document is a prototype document that the Company adopted with specific provisions customized to meet the needs of the sponsor and the participants. The prototype document has received a favorable determination letter dated March 31, 2008, from the Internal Revenue Service that the form of the Plan is acceptable under Section 401 of the Internal Revenue Code (IRC) for use by employers for the benefit of their employees. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 6 - Risks and Uncertainties

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

Note 7 - Related Party Transactions

Certain Plan investments in registered investment companies are managed by Nationwide Trust Company, FSB, the trustee of the Plan. Purchases and sales of theses funds are performed in the open market at fair value and qualify as party-in-interest. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

KOOS MANUFACTURING, INC. 401(k) PLAN
EIN: 95-3992187
Plan Number: 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2010

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Amfds Fdmntl Inv R3	Registered investment company	**	$ 15,588
*	Blkrk Hlth Scnc Oppr Inv A	Registered investment company	**	16,651
*	Col Mdcap Cal Opp A	Registered investment company	**	6,131
*	Drey Smcap Eq A	Registered investment company	**	1,981
*	Fidadv Levr Co Stk A	Registered investment company	**	4,980
*	Fidadv New Insghts A	Registered investment company	**	12,017
*	Gdmnscs Shrt Dur Govt A	Registered investment company	**	13,191
*	Heartland Val Pls Inv	Registered investment company	**	213
*	Invsco Realest A	Registered investment company	**	3,131
*	Jpm Intl Val A	Registered investment company	**	1,156
*	Lazard Emrg Mkt Eq Open	Registered investment company	**	17,064
*	Nw Dest 2015 R2	Registered investment company	**	8,068
*	Nw Dest 2020 R2	Registered investment company	**	16,740
*	Nw Dest 2025 R2	Registered investment company	**	87,663
*	Nw Dest 2030 R2	Registered investment company	**	50,221
*	Nw Dest 2035 R2	Registered investment company	**	29,809
*	Nw Dest 2040 R2	Registered investment company	**	32,868
*	Nw Dest 2045 R2	Registered investment company	**	15,358
*	Nw Dest 2050 R2	Registered investment company	**	8,211
*	Nw Inv Dest Aggr R2	Registered investment company	**	12,265
*	Nw Inv Dest CnsrvR2	Registered investment company	**	10,856
*	Nw Inv Dest Mod Aggr R2	Registered investment company	**	85,621
*	Nw Inv Dest Mod Cnsrv R2	Registered investment company	**	9,116
*	Nw Inv Dest Mod R2	Registered investment company	**	46,152
*	Nw Mny Mkt Prime	Registered investment company	**	18,614
*	Nw Rtrmt Inc R2	Registered investment company	**	2,999
*	Pimco Allnz Nfj Divd Val A	Registered investment company	**	6,907
*	Pimco Ttl Rtn A	Registered investment company	**	19,344
*	Prncpl Inv Hi Yld A	Registered investment company	**	3,479
*	Prudntl Dryden Fin Svc A	Registered investment company	**	6,001
*	Prudntl Jnisn Natrl Rsrc A	Registered investment company	**	23,539
*	Psvlt Multcap	Registered investment company	**	2,419
*	Sntnl Sm Co A	Registered investment company	**	386
*	Wfa Prec Mtls A	Registered investment company	**	1,643
*	Wfa Util Telcom A	Registered investment company	**	1,898
*	Wr Ivy Scbc Tech Y	Registered investment company	**	20,669
	Participant Loans	Interest rates (various)	**	2,273
	Total			$ 615,220

* Party-in-interest
** Historical cost is not required for participant directed investments

See auditors' report.

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

Plan Name Koos Manufacturing, Inc. 401k Plan **EIN:** 95-3992187
Plan Sponsor's Name Koos Manufacturing, Inc. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	NATIONWIDE INSURANCE	BEST OF AMERICA		615,220