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
FOOTBALL FANATICS 401(K) RETIREMENT 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.)
TEAMFANSHOPFULFILLMENT, INC.

5245 COMMONWEALTH AVE
JACKSONVILLE, FL 32254

2b Employer Identification Number (EIN)
26-3789483

2c Sponsor's telephone number
904-421-1897

2d Business code (see instructions)
454110

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	BOB FERRIOL
	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")
TEAMFANSHOPFULFILLMENT, INC.

5245 COMMONWEALTH AVE
JACKSONVILLE, FL 32254

3b Administrator's EIN
26-3789483

3c Administrator's telephone number
904-421-1897

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**	219
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**	215
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	20
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	235
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	235
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	141
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
FOOTBALL FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
26-3789483

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
MINNESOTA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
41-0417830	66168	067008	235	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
3960	0

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

OWEN DEATHERAGE
6400 CHALYCE LANE
CHARLOTTE, NC 28270

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3960		N/A	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	98461
5	Current value of plan's interest under this contract in separate accounts at year end	5	1781365

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) [X] 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) [X] other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	64940
c	Additions: (1) Contributions deposited during the year	7c(1)	36903		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	2745		
	(4) Transferred from separate account	7c(4)	10201		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	49849
d	Total of balance and additions (add **b** and **c(6)**)			7d	114789
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	16247		
	(2) Administration charge made by carrier	7e(2)	81		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	16328
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	98461

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
FOOTBALL FANATICS 401(K) RETIREMENT PLAN		001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
TEAMFANSHOPFULFILLMENT, INC.	26-3789483

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

MINNESOTA LIFE INSURANCE COMPANY

41-0417830

(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?
16 17 22 26 27 28	NONE	1081	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
FOOTBALL FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TEAMFANSHOPFULFILLMENT, INC.

D Employer Identification Number (EIN)
26-3789483

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: MONEY MARKET

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

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)
41-0417830-009	P	51346

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE EQUITY INDEX I

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

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)
41-0417830-011	P	35060

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE GROWTH EQUITY III

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

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)
41-0417830-013	P	321318

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE EQUITY I

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

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)
41-0417830-043	P	44653

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERMEDIATE TERM BOND INDEX I

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

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)
41-0417830-046	P	156613

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG TERM INVESTMENT GRADE BOND

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

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)
41-0417830-019	P	3131

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

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

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)
41-0417830-025	P	291784

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE III			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-110	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	17131
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL/MID GROWTH EQUITY III			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-126	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	138375
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTRATEGY I			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	125311
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTRATEGY II			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	12101
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTRATEGY III			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	15579
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH EQUITY I			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-059	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	31463
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL EQUITY III			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-077	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	9081
a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE EQUITY VII			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-096	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	31151
a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE VALUE EQUITY XII			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-105	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	311419
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL CORE INDEX I			
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY			
c EIN-PN 41-0417830-118	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	34088

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL/MID VALUE EQUITY II

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-061	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 151761

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
FOOTBALL FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
26-3789483

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	905998	1781365
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	64940	98461
(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	970938	1879826
	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	970938	1879826

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)	283158	
	(B) Participants	2a(1)(B)	509808	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		792966
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2745	
	(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)		2745
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)		196294
(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		
d Total income. Add all **income** amounts in column (b) and enter total	2d		992005
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	82036	
(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)		82036
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)	1081	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1081
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		83117
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		908888
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: SHORSTEIN & SHORSTEIN, P.A. (2) EIN: 59-2701990

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
FOOTBALL FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
26-3789483

Part I Distributions

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

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

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

EIN(s): 41-0417830

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):

FOOTBALL FANATICS
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

SHORSTEIN & SHORSTEIN, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
8265 BAYBERRY ROAD
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October 17, 2011

Independent Auditors' Report

To the Administrator of the
Football Fanatics
401(k) Retirement Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Football Fanatics 401(k) Retirement Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule of assets (held at end of year) as of December 31, 2010. These financial statements and 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, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Minnesota Life Insurance Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Shorstein & Shorstein, P.A.

Football Fanatics 401(k) Retirement Plan
*STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2010 and 2009

ASSETS	Dec. 31, 2010	Dec. 31, 2009
Participant-Directed Investments	$ 1,879,826	$ 970,938
Receivables:		
Employer Contributions	8,850	9,059
Employee Contributions	12,646	11,976
Total Receivables	21,496	21,035
Total Assets	1,901,322	991,973
LIABILITIES		
Excess Contributions Payable	46	10,811
Net Assets Available for Benefits	$ 1,901,276	$ 981,162

*The accompanying notes are an integral part of these financial statements.

Football Fanatics 401(k) Retirement Plan
*STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2010

ADDITIONS		
Additions to Net Assets Attributed to:		
Investment Income:		
Net Appreciation in Fair Value of Investments	$ 196,295	
Interest	2,745	
Net Investment Income		$ 199,040
Contributions:		
Employer	293,714	
Employee	510,479	
Total Contributions		804,193
Total Additions		1,003,233
DEDUCTIONS		
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	82,037	
Administration Expenses	1,082	
Total Deductions		83,119
Net Increase		920,114
Net Assets Available for Benefits, Beginning of Year		981,162
Net Assets Available for Benefits, End of Year		$ 1,901,276

*The accompanying notes are an integral part of these financial statements.

Football Fanatics 401(k) Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2010

Note 1 - Plan Termination

The Board of Directors of Fanatics, Inc. (Company) (formerly Football Fanatics, Inc.), the sponsor of the Football Fanatics 401(k) Retirement Plan (Plan), voted on March 10, 2011 to terminate the Plan effective March 15, 2011. Final distributions will be determined based on all participants being 100% vested, and will be made as soon as possible after the termination date.

Note 2 - Description of the Plan

The following description of 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 is a defined contribution plan covering substantially all employees of the Company and its wholly owned subsidiaries, who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The plan was effective January 1, 2009. Age and service requirements were waived for those employed on January 1, 2009.

B. *Contributions*. Each year, participants may contribute up to 100 percent of pretax annual compensation as defined in the Plan. Compensation for this purpose excludes fringe benefits. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a variety of pooled separate accounts and a guaranteed return account as investment options through its contract with the trustee, Minnesota Life Insurance Company (Minnesota Life). The Company makes safe harbor matching contributions of 100 percent of the amount of each participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of the participant's elective deferrals that exceed 3% but do not exceed 5% of the participant's compensation, as determined each payroll period. The Company may also make a discretionary profit sharing contribution in an amount determined by the Company. Discretionary profit sharing contributions are allocated to participants in the same ratio as each participant's compensation bears to the total of such compensation of all participants. No profit sharing contribution was made for the current year. Contributions are subject to certain Internal Revenue Code limitations.

C. *Participant Accounts.* Each participant's account is credited with the participant's contributions, the Company's matching contribution, a share of the Company's discretionary profit sharing contribution, if any, and Plan earnings and charged with an allocation of expenses. Allocations are based on 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.

D. *Vesting.* Participants are immediately vested in their contributions and the Company's safe harbor matching contributions plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their account plus actual earnings thereon is based on years of service. A participant is 100 percent vested in the portion of the account attributable to the Company's discretionary contributions after four years of credited service, on the date the participant became totally disabled as defined by the Plan, or on the participant's date of death. Forfeitures of non-vested amounts will be used to reduce employer contributions or pay Plan expenses. There were no forfeitures of non-vested amounts during the year ended December 31, 2010.

E. *Payment of Benefits.* On termination of service, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account in accordance with the Plan.

Note 3 - Summary of Significant Accounting Policies

A. *Basis of Accounting.* These financial statements were prepared using the accrual basis of accounting.

B. *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 these estimates.

C. *Investment Valuation and Income Recognition.* The Plan's investments are reported at fair value as determined by the trustee, Minnesota Life. The trustee determines fair value of the Plan's investments in pooled separate accounts based on quoted market prices of the underlying securities and fair market value of other assets. The trustee estimates that the fair value of the investment contract approximates contract value. The change in fair value is reported as net appreciation in fair value of investments.

   Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes the change in fair value of investments during the year.

D. *Benefits.* Benefits are recorded when paid.

E. *Subsequent Events.* Subsequent events were evaluated through October 17, 2011, which is the date the financial statements were available to be issued.

Note 4 - Information Prepared and Certified by the Trustee

All investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2010 and 2009, and net appreciation in fair value of investments for the year ended December 31, 2010, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the trustee, Minnesota Life.

Investments that represent 5 percent or more of the Plan's assets as of December 31 are as follows:

Minnesota Life Pooled Separate Accounts:

	2010	2009
Large Growth Equity III Separate Account	$321,318	$165,088
Intermediate-Term Bond Index I Separate Account	156,613	79,538
International Growth I Separate Account	291,784	150,007
Small/Mid Growth Equity III Separate Account	138,374	68,456
LifeStrategy I Separate Account	125,311	63,008
Large Value Equity XII Separate Account	311,419	154,626
Small/Mid Value Equity II Separate Account	151,761	74,237

Minnesota Life Investment Contract

Guaranteed Return Account	$ 98,461	$ 64,940

Note 4 - Information Prepared and Certified by the Trustee (Continued)

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $196,295.

Note 5 - Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. FASB ASC 820 requires disclosures that establish a framework for measuring fair value and expands disclosures about fair value measurements. FASB ASC 820 requires fair value measurements to be classified and disclosed in one of the following categories:

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

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Measured based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable for objective sources (i.e., supported by little or no market activity).

As required by FASB ASC 820, financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The determination of the fair values for the Plan's assets, stated below, takes into account the market for the Plan's assets, the associated credit risk and other factors as required under FASB ASC 820. The plan considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

The fair values of pooled separate accounts were derived from quoted market prices of the underlying securities, if available. Pooled separate accounts invested in securities that were not actively traded were valued based on quoted market prices of similar securities. The investment contract with the insurance company is not actively traded, and significant other observable inputs are not available. Thus, the fair value was estimated to approximate contract value.

Note 5 - Fair Value Measurements (Continued)

Input Levels by Investment Category:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total Fair Value
Separate Accounts	$ -	$ 1,781,365	$ -	$ 1,781,365
Guaranteed Return Account	-	-	98,461	98,461
Total	$ -	$ 1,781,365	$ 98,461	$ 1,879,826

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total Fair Value
Separate Accounts	$ -	$ 905,998	$ -	$ 905,998
Guaranteed Return Account	-	-	64,940	64,940
Total	$ -	$ 905,998	$ 64,940	$ 970,938

Reconciliation of beginning and ending balances of Level 3 Inputs:

December 31, 2010	Beginning Balance	Interest Credited	Purchases and Issuances	Sales and Settlements	Ending Balance
Guaranteed Return Account	$ 64,940	$ 2,745	$ 47,104	$ (16,328)	$ 98,461

December 31, 2009	Beginning Balance	Interest Credited	Purchases and Issuances	Sales and Settlements	Ending Balance
Guaranteed Return Account	$ -	$ 1,121	$ 63,841	$ (22)	$ 64,940

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Note 5 - Fair Value Measurements (Continued)

In September 2009, FASB amended ASC 820 to provide a practical expedient for measuring investments in certain entities that calculate a net asset value per share (including pooled separate accounts). The amendment also requires additional disclosures of these investments, including fair value, significant investment strategies, redemption terms and redemption restrictions

The following table discloses the fair value of the Plan's investments in pooled separate accounts at December 31, 2010 and 2009. Participants have no restrictions on redemption frequencies for these accounts. A description of the significant investment strategy of each account is presented immediately after the table.

Pooled Separate Accounts	Fair Value	
	2010	2009
Money Market Separate Account *(a)*	$ 51,346	$ 25,136
Large Equity Index I Separate Account *(b)*	35,060	18,036
Large Growth Equity III Separate Account *(c)*	321,318	165,088
Mid-Cap Value Equity I Separate Account *(d)*	44,654	21,051
Intermediate-Term Bond Index I Separate Account *(e)*	156,613	79,538
Long-Term Inv-Grade Bond Separate Account *(f)*	3,131	1,529
International Growth I Separate Account *(g)*	291,784	150,007
International Value III Separate Account *(h)*	17,131	9,860
Small/Mid Growth Equity III Separate Account *(i)*	138,374	68,456
LifeStrategy I Separate Account *(j)*	125,311	63,008
LifeStrategy II Separate Account *(k)*	12,101	15,192
LifeStrategy III Separate Account *(l)*	15,579	7,047
Mid-Cap Growth Equity I Separate Account *(m)*	31,463	15,612
Small Equity III Separate Account *(n)*	9,081	4,722
Large Equity VII Separate Account *(o)*	31,151	15,216
Large Value Equity XII Separate Account *(p)*	311,419	154,626
International Core Index I Separate Account *(q)*	34,088	17,637
Small/Mid Value Equity II Separate Account *(r)*	151,761	74,237

(a) The assets of this account are invested in short-term debt instruments (13 months or less in maturity), either issued or backed by the U.S. Government or by very large companies.

(b) This account invests a significant portion of its assets in common stocks included in the S&P 500.

(c) This account invests in common stocks selected for their growth potential. It concentrates its holdings in stocks of a relatively small number of companies and is non-diversified.

(d) This account invests in common stocks selected for their capital appreciation potential. It primarily invests in the common stocks of mid-sized companies whose stock prices are believed to be undervalued.

(e) This account employs an indexing strategy designed to track the performance of Barclays Capital U.S. 5-10 year Government/Credit Index. At least 80% of the account's assets will be invested in bonds held in the index.

(f) This account invests in a variety of high and medium-quality fixed income securities, at least 80% of which will be long-term corporate bonds and other corporate fixed income obligations.

(g) This account's strategy is to invest at least 80% of its assets in equity securities of issuers located outside of the U.S. It may at times invest in U.S. issuers or invest all of its assets in a single country.

(h) This account's strategy is to purchase the stocks of large non-U.S. companies that are determined to be value stocks at the time of purchase.

Note 5 - Fair Value Measurements (Continued)

(i) This account's strategy is to invest at least 80% of its assets in equity securities of smallcap and midcap companies that the manager believes demonstrate promising growth potential.

(j) This account is designed for long-term investors who prefer to have a professional investment manager construct a broadly diversified portfolio with a target asset allocation. The account is a fund of funds that invests in a combination of other mutual funds managed by Vanguard. The account's asset allocation will remain close to a target of 80% stocks and 20% bonds.

(k) This account is designed for intermediate-term investors who prefer to have a professional investment manager construct a broadly diversified portfolio with a target asset allocation. The account is a fund of funds that invests in a combination of other mutual funds managed by Vanguard. The account's asset allocation will remain close to a target of 60% stocks and 40% bonds.

(l) This account is designed for long-term investors who prefer to have a professional investment manager construct a broadly diversified portfolio with a target asset allocation. The account is a fund of funds that invests in a combination of other mutual funds managed by Vanguard. The account's asset allocation will remain close to a target of 40% stocks, 40% bonds, and 20% short-term fixed income investments.

(m) This account invests in the common stocks of mid-capitalization companies that have the potential to become much larger companies.

(n) This account seeks to capture the returns and diversification benefits of a broad cross-section of U.S. small companies, on a market cap-weighted basis. It invests in securities of U.S. companies whose size (market capitalization) falls within the smallest 8% of the market universe.

(o) This account's strategy is to invest at least 80% of assets in equity securities of large, established companies. The fund invests in both value and growth stocks.

(p) This account's strategy is to invest its assets in a broad and diverse group of common stocks of U.S. companies which are determined to be value stocks at the time of purchase.

(q) This account employs a passive management approach, attempting to invest in a portfolio of assets whose performance is expected to match approximately the MSCI EAFE Index.

(r) This account's strategy is to invest at least 80% of its assets in companies with market capitalizations of between $100 million and $1.5 billion at the time of investment. To achieve income, the account invests a portion of its assets in income-producing (or dividend-paying) common stocks.

Note 6 - Investment Contract with Minnesota Life

The Plan entered into a fully benefit-responsive investment contract with Minnesota Life. Minnesota Life maintains the contributions in a general account. The account is credited with earnings and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the plan by Minnesota Life. 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. Minnesota Life is contractually obligated to repay the principal and interest.

Note 6 - Investment Contract with Minnesota Life (Continued)

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of net assets available for benefits attributable to the investment contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The trustee estimates that the fair value of the contract at December 31, 2010 and 2009 approximates contract value. The crediting interest rate is determined by Minnesota Life, but may not be less than 1.5%.

Certain events limit the Plan's ability to transact at contract value with Minnesota Life. Such events include the following: (a) termination of the Plan, (b) failure of the Plan to remain a "qualified plan" under Section 401 of the Internal Revenue Code or (c) the Plan's refusal to amend or modify the contract when necessary due to a change in the Plan or benefits to be provided.

The investment contract does not permit Minnesota Life to terminate the investment contract until all contract values are reduced to zero and all payments are made.

Average yields:

	2010	2009
Based on annualized earnings	2.82%	3.23%
Based on interest rate credited to participants	2.82%	3.23%

Note 7 - Excess Contributions Payable

At December 31, 2010 and 2009, payables of $46 and $10,811, respectively, are recorded for amounts refundable by the Plan to the employer for contributions made in excess of amounts allowed by the Internal Revenue Code.

Note 8 - Related Party Transactions

Plan investments consist of units of pooled separate accounts offered by Minnesota Life and the investment contract with Minnesota Life. These transactions qualify as exempt party-in-interest transactions. Purchases and sales of these investments during the years ended December 31, 2010 and 2009 were as follows:

Note 8 - Related Party Transactions (Continued)

	2010		2009	
Minnesota Life Insurance Pooled Separate Accounts	Purchases	Sales	Purchases	Sales
Money Market Separate Account	$26,641	$ -	$25,262	$ 22
Large Equity Index I Separate Account	12,824	-	14,293	143
Large Growth Equity III Separate Account	153,353	13,908	138,857	4,652
Mid-Cap Value Equity I Separate Account	18,801	-	17,874	184
Intermediate-Term Bond Index I Separate Account	74,389	4,531	78,795	1,530
Long-Term Inv-Grade Bond Separate Account	1,409	-	1,385	-
International Growth I Separate Account	121,776	19,673	123,186	11,136
International Value III Separate Account	6,932	1,279	7,769	21
Small/Mid Growth Equity III Separate Account	55,994	9,017	56,567	2,120
LifeStrategy I Separate Account	51,732	3,216	53,731	751
LifeStrategy II Separate Account	10,476	14,948	13,283	22
LifeStrategy III Separate Account	7,407	-	6,431	22
Mid-Cap Growth Equity I Separate Account	10,623	1,529	11,700	401
Small Equity III Separate Account	3,180	683	3,723	21
Large Equity VII Separate Account	12,738	77	13,167	341
Large Value Equity XII Separate Account	130,283	16,663	131,676	9,656
International Core Index I Separate Account	14,922	1,003	14,488	21
Small/Mid Value Equity II Separate Account	61,394	9,275	62,937	1,460

	2010		2009	
Minnesota Life Insurance Investment Contract	Purchases	Sales	Purchases	Sales
Guaranteed Return Account	$47,104	$16,328	$63,841	$ 22

Investment income is reported net of investment management fees paid to Minnesota Life of approximately $11,950 and to underlying mutual funds of approximately $6,526.

Minnesota Life was also paid $1,082 for administration and record-keeping services.

Note 9 - Subsequent Events

Allianz Global Investors announced that effective September 27, 2011, Allianz NFJ Small Cap Value Fund “Fund” will be closed. Plan assets invested in Small/Mid Value Equity II, which invested in the Fund, will be moved to Small Value Equity XIV.

Note 10 Tax Status

The Plan began operations on January 1, 2009. The Plan adopted the Minnesota Life Insurance Company Defined Contribution Volume Submitter Plan and Trust for which Minnesota Life received a favorable opinion letter from the Internal Revenue Service dated March 31, 2008.

Note 11 - Risks and Uncertainties

The Plan invests in certain investment securities which 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 amounts reported in the statement of net assets available for benefits.

Note 12 - Reconciliation of Financial Statements to Form 5500

The Plan prepares the financial statements on the accrual basis, but the Form 5500 is prepared on the cash basis.

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2010 and 2009 to Form 5500:

	2010	2009
Net Assets Available for Benefits per the Financial Statements	$ 1,901,276	$ 981,162
Employer Contributions Receivable	(8,850)	(9,059)
Employee Contributions Receivable	(12,646)	(11,976)
Excess Contributions Payable	46	10,811
Net Assets Available for Benefits per Form 5500	$ 1,879,826	$ 970,938
Employer Contributions per the Financial Statements	$ 293,714	$ 306,074
Employer Contributions Receivable December 31, 2009	9,059	(9,059)
Excess Contributions Payable December 31, 2009	(10,811)	10,811
Employer Contributions Receivable December 31, 2010	(8,850)	-
Excess Contributions Payable December 31, 2010	46	-
Employer Contributions per Form 5500	$ 283,158	$ 307,826
Employee Contributions per the Financial Statements	$ 510,479	$ 519,283
Employee Contributions Receivable December 31, 2009	11,976	(11,976)
Employee Contributions Receivable December 31, 2010	(12,646)	-
Employee Contributions per Form 5500	$ 509,809	$ 507,307

Note 13 - Administrative Expenses

Certain administrative expenses are paid by the Plan, as permitted by the Plan document. All other expenses are paid by the Company.

Football Fanatics 401(k) Retirement Plan
Sponsor's EIN 26-3789483

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2010

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Minnesota Life Insurance Company	30,391.9271 shares Money Market Separate Account	N/R	$ 51,346
		12,169.4942 shares Large Equity Index I Separate Account	N/R	35,060
		74,036.7278 shares Large Growth Equity III Separate Account	N/R	321,318
		16,782.5959 shares International Value III Separate Account	N/R	17,131
		136,720.0779 shares Small/Mid Growth Equity III Separate Account	N/R	138,374
		26,422.4590 shares Large Equity VII Separate Account	N/R	31,151
		316,018.7819 shares Large Value Equity XII Separate Account	N/R	311,419
		40,205.8431 shares International Core Index I Separate Account	N/R	34,088
		1,128.7373 shares Long-Term Inv-Grade Bond Separate Account	N/R	3,131
		61,634.7495 shares International Growth I Separate Account	N/R	291,784
		50,221.1984 shares LifeStrategy I Separate Account	N/R	125,311
		4,733.3328 shares LifeStrategy II Separate Account	N/R	12,101
		6,266.3227 shares LifeStrategy III Separate Account	N/R	15,579
		23,398.5576 shares Mid-Cap Value Equity I Separate Account	N/R	44,654
		107,704.2266 shares Intermediate-Term Bond Index I Separate Account	N/R	156,613
		14,838.48 shares Mid-Cap Growth Equity I Separate Account	N/R	31,463
		68,754.6925 shares Small/Mid Value Equity II Separate Account	N/R	151,761
		3,242.9926 shares Small Equity III Separate Account	N/R	9,081
		Guaranteed Return Account	N/R	98,461
		Total		$ 1,879,826

* Party-in-interest

N/R - Cost information is not required for participant-directed investments.

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

Plan Name FOOTBALL FANATICS 401(K) RETIREMENT PLAN **EIN:** 26-3789483
Plan Sponsor's Name TEAMFANSHOPFULFILLMENT, 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
*	MN Life Insurance Co.	Long-Term Inv-Grade Bond Pooled Separate Account		3,131
*	MN Life Insurance Co.	Small Equity III Pooled Separate Account		9,081
*	MN Life Insurance Co.	LifeStrategy II Pooled Separate Account		12,101
*	MN Life Insurance Co.	LifeStrategy III Pooled Separate Account		15,579
*	MN Life Insurance Co.	International Value III Pooled Separate Account		17,131
*	MN Life Insurance Co.	Large Equity VII Pooled Separate Account		31,151
*	MN Life Insurance Co.	Mid-Cap Growth Equity I Pooled Separate Account		31,463

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

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

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	International Core Index I Pooled Separate Account		34,088
*	MN Life Insurance Co.	Large Equity Index I Pooled Separate Account		35,060
*	MN Life Insurance Co.	Mid-Cap Value Equity I Pooled Separate Account		44,653
*	MN Life Insurance Co.	Money Market Pooled Separate Account		51,346
*	MN Life Insurance Co.	LifeStrategy I Pooled Separate Account		125,311
*	MN Life Insurance Co.	Small/Mid Growth Equity III Pooled Separate Account		138,375
*	MN Life Insurance Co.	Small/Mid Value Equity II Pooled Separate Account		151,761

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

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

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	Intermediate Term Bond Index I Pooled Separate Account		156,613
*	MN Life Insurance Co.	International Growth I Pooled Separate Account		291,784
*	MN Life Insurance Co.	Large Value Equity XII Pooled Separate Account		311,419
*	MN Life Insurance Co.	Large Growth Equity III Pooled Separate Account		321,318