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 07/01/2010 and ending 06/30/2011

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;
- [X] 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
JAZZERCISE, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 07/01/1985

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

2460 IMPALA DRIVE
CARLSBAD, CA 92010

2460 IMPALA DRIVE
CARLSBAD, CA 92010

2b Employer Identification Number (EIN)
95-3430240

2c Sponsor's telephone number
760-476-1750

2d Business code (see instructions)
713900

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.	02/27/2012	SHERRI POTTS
	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")

JAZZERCISE, INC.

2460 IMPALA DRIVE
CARLSBAD, CA 92010

3b Administrator's EIN
95-3430240

3c Administrator's telephone number
760-476-1750

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**	109
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**	82
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	15
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	97
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	97
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	96
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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011

A Name of plan
JAZZERCISE, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-3430240

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID. INV. INST. OPS. CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 60	RECORDKEEPER	625	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMCENT INFL-ADJBD IV - AMERICAN CEN 44-0619208	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BROWN SMALL CO INST - NOTTINGHAM SH 116 SOUTH FRANKLIN STREET, POST OFFICE BOX 4365 ROCKY MOUNT, NC 27801	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ACORN Z - COLUMBIA MGT INV 04-2838628	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE A - BOSTON FINANCI 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DWS LARGE CAP VAL S - DWS INVESTMEN 02-0432775	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR CAP APPR INV - PRINCIPAL SHA 34-1953399	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTL INV - PRINCIPAL SHAREHO 34-1953399	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK EQ & INC I - BOSTON FINANCI 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR DEV MKTS Y - OPPENHEIMERFUND P.O. BOX 5270 COLORADO, CO 80217	0.20%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RYDEX/SGI MDCP VAL A - SECURITY INV 48-1183041	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP MID CAP VAL ADV - T. ROWE PRICE 52-2269240	0.40%

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011

A Name of plan
JAZZERCISE, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-3430240

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)	506146	488415
(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)	1289490	1932315
(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)	330342	252558
(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)	10256372	12822400
(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	12382350	15495688
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	12382350	15495688

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)	675969	
(B) Participants	2a(1)(B)	624813	
(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)		1300782
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	214	
(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)	14948	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15162
(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)	292591	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		292591
(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)		

		(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)		
(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)		2464038
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4072573
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	958536	
(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)		958536
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	699	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		699
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		959235
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3113338
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: MCGLADREY AND PULLEN, LLP (2) EIN: 42-0714325

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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 07/01/2010 and ending 06/30/2011

A Name of plan
JAZZERCISE, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
95-3430240

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): 04-6568107

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):

Jazzercise, Inc. 401(k) Profit Sharing Plan

Financial Report
June 30, 2011

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McGladrey

Independent Auditor's Report

To the Plan Administrator
Jazzercise, Inc. 401(k) Profit Sharing Plan
Carlsbad, California

We were engaged to audit the accompanying statements of net assets available for benefits of the Jazzercise, Inc. 401(k) Profit Sharing Plan (the "Plan") as of June 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended June 30, 2011, and the supplemental schedule of schedule H, line 4i – schedule of assets (held at end of year) as of June 30, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 or provided by Fidelity Management Trust Company, 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 the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 3 that was provided to the Plan Administrator by the trustee as of and for the year ended June 30, 2011, and as of June 30, 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

Orlando, Florida
February 23, 2012

Member of the RSM International network of independent accounting, tax and consulting firms.

Jazzercise, Inc. 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits
June 30, 2011 and 2010

		2011		2010
Assets:				
Investments, at fair value (Notes 3 and 4):				
Shares of registered investment companies (mutual funds)	**$**	**12,822,400**	$	10,256,373
Money market fund		**1,932,315**		1,289,490
Total investments		**14,754,715**		11,545,863
Receivables:				
Employer's contributions		**488,415**		506,146
Notes from participants (Note 3)		**252,558**		330,342
Total receivables		**740,973**		836,488
Net assets available for benefits	**$**	**15,495,688**	$	12,382,351

See Notes to Financial Statements.

Jazzercise, Inc. 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended June 30, 2011

Additions to net assets attributed to:		
Investment income (Note 3):		
Net appreciation in fair value of investments	$	2,464,038
Interest and dividends		292,805
Total investment income		2,756,843
Interest income on notes receivable from participants		14,948
Contributions:		
Employer's profit sharing		488,415
Employer's matching		187,555
Participants'		624,813
Total contributions		1,300,783
Total additions		4,072,574
Deductions from net assets attributed to:		
Benefits paid to participants		958,536
Administrative expenses (Note 6)		701
Total deductions		959,237
Net increase		3,113,337
Net assets available for benefits:		
Beginning of year		12,382,351
Ending of year	$	15,495,688

See Notes to Financial Statements.

Note 1. Description of Plan

The following description of the Jazzercise, Inc. 401(k) Profit Sharing Plan (the "Plan"), as amended and restated effective April 1, 2010, 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 of the employees of Jazzercise, Inc. (the "Company", "Employer", or "Plan Sponsor"). The Plan was established by the Company on July 1, 1985 and has been amended from time to time thereafter. Employees who have attained the age of 21 become eligible to participate in the Plan beginning on the first of the month immediately following completion of 1,000 hours and one year of service with the Company. Employees who are eligible to participate in the Plan are eligible to receive employer matching contributions when contributing to the Plan and discretionary employer profit sharing contributions when employed at the end of the Plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Fidelity Management Trust Company ("Fidelity"), the trustee and recordkeeper of the Plan, is responsible for investing and managing the Plan assets (subject to the direction of the Company and the participants). An employee of the Plan Sponsor serves as the Plan Administrator of the Plan.

Contributions: Each participant may contribute, on a pre-tax basis, between 1% to 50% of their qualified annual compensation, as defined by the Plan, up to the Internal Revenue Code ("IRC") maximum limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. All contributions are held in a trust, and invested by the Plan's trustee in accordance with the options elected by the participants (i.e. all investments are participant directed). Participants who have attained the age of 50 before the end of the Plan year are eligible to make "catch-up" contributions of $5,500 for 2011. The maximum allowable pre-tax voluntary contribution, as determined by the Internal Revenue Service for 2011 was $16,500, based on the calendar year.

Participants may designate certain salary deferral contributions as Roth elective contributions. Designated Roth contributions will be currently included in the gross taxable income of the participant, but distributions of designated Roth contributions and earnings thereon, will be excludable from gross taxable income for that participant.

The Company may make a discretionary matching contribution to eligible participants of the Plan who contribute to the Plan, which is to be determined annually by management. For the Plan year ended June 30, 2011, the Company's discretionary matching percentage was 30% of participant contributions. In addition, the Company may make a discretionary profit sharing contribution to be determined by management annually based on profits. For the Plan year ended June 30, 2011, the Company's discretionary profit sharing percentage was 8% of employees' total compensation. Participant and employer matching contributions are added to their accounts each pay period, and discretionary profit sharing contributions are added in August or September following the Plan's year-end. Plan participants must be employed by the Company as of the Plan's year end in order to earn any discretionary profit sharing contributions. The discretionary profit sharing contribution made to the Plan for the year ended June 30, 2011 was $488,415.

Participant accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, their pro rata share of the Company's discretionary employer matching contributions (if any), discretionary employer profit sharing contributions (if any) and an allocation of Plan earnings (including market value adjustments to Plan instruments); and charged with withdrawals, administrative expenses and an allocation of Plan losses. Allocations of earnings or losses in each investment option are made to the individual participant's account based on the ratio of each participant's current account balance in the respective investment option to total Plan participants' account balances in the respective investment option. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1. Description of Plan (Continued)

Vesting: Employee contributions and rollover contributions plus or minus actual earnings or losses thereon have full and immediate vesting. Company discretionary matching contributions and discretionary employer profit sharing contributions (and earnings or losses thereon) vest according to the following schedule:

Years of Service	Vested Percentage
Less than 1	0%
1	10%
2	40%
3 or more	100%

Participant accounts become fully vested regardless of the above vesting schedule upon death, disability, attainment of normal retirement age, or upon termination of the Plan.

Investment options: Upon enrollment in the Plan, participants may elect to invest both participant and Company contributions in various investment options as more fully described in the Plan's literature. Participant can change their contribution percentages and their investment options or make fund transfers at any time.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance in the Plan. A participant may not have more than two notes outstanding at any time. The notes, which are collateralized by the balance in the participant's account, bear interest at a fixed rate of prime as reported in the Wall Street Journal plus 1% at the date of issuance (4.25% to 9.25% as of June 30, 2011). All notes are repaid within a period of five years, except notes for the participant's principal residence, which must be repaid within a period of fifteen years prior to April 1, 2010 and ten years effective April 1, 2010. Principal and interest are paid biweekly through payroll deductions.

Payment of benefits: Distributions of a participant's account are made upon retirement from the Company, in cases of financial hardship, termination from service to the Company, death, or permanent and total disability. The normal retirement age as defined by the Plan is 65. Participants still employed who have reached the age 59½ and are 100% vested are eligible for an in-service distribution of all or a portion of their vested balance. If a participant terminates before retirement, the participant would receive either a lump sum payment of their account balance or rollover their balance to an eligible retirement plan or the participant may defer payments of their benefits until their retirement date but no later than age 70½. Vested account balances in amounts less than $1,000 may be distributed as a lump sum amount to the participant without the participant's election.

Forfeited accounts: Any non-vested account balance after the distribution of a terminated participant's vested account balance is forfeited. Forfeitures of non-vested employer matching contributions arising during the Plan year are used to reduce future employer matching contributions. Forfeitures of non-vested employer profit sharing contributions arising during the Plan year are allocated to all participants eligible to share in the allocations in the same proportion that each participant's compensation for the year bears to the compensation of all participants for such year. As of June 30, 2011 and 2010, there were $16,949 and $9,386 available for future use. For the year ended June 30, 2011, no forfeitures were used.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Interest income is recorded on the accrual basis as earned. Dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold (i.e. realized gains/losses) as well as held during the year (i.e. unrealized appreciation (depreciation)). Purchases and sales of securities are recorded on a trade-date basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Certain administrative expenses are paid directly from the Plan assets. Certain administrative functions are performed by officers and employees of the Company. No such officer or employee receives compensation from the Plan. Certain expenses associated with the Plan, such as expenses for legal and accounting services, are paid directly by the Company and are not paid from the assets of the Plan; and, accordingly, are not reflected in the accompanying financial statements.

Adoption of new accounting pronouncements: In January 2010, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity is now required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, ASU 2010-06 amends the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. ASU 2010-06 was effective for reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan adopted the amendment effective July 1, 2010. The adoption did not have material impact on the Plan's financial statements.

Note 2. Summary of Significant Accounting Policies (Continued)

Recent accounting pronouncements: In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs,* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for reporting periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Subsequent events: The Plan Administrator has evaluated subsequent events (events occurring after June 30, 2011) through February 23, 2012, which is the date these financial statements were available to be issued.

Note 3. Information Certified or Provided by Trustee

The following is a summary of the Plan's asset information as of June 30, 2011 and 2010, and for the year ended June 30, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information certified or provided by Fidelity, the trustee under the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and asset activity is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this information, except for comparing such certified information to information included in the Plan's financial statements and supplemental schedule.

The following table presents the assets in this Plan as of June 30, 2011 and 2010 that were certified by Fidelity. Single assets representing 5% or more of the Plan's net assets are separately identified.

	2011	2010
Investments, at fair value:		
Money market fund:		
Fidelity Money Market Trust Retirement Government Money Market Fund	**$ 1,932,315**	$ 1,289,490
Shares of registered investment companies (mutual funds):		
Fidelity Contrafund	**1,997,047**	1,913,584
Harbor International Fund	**1,833,382**	1,325,931
PIMCO Total Return Fund	**1,554,167**	1,512,350
Davis New York Venture Fund	**1,320,948**	1,040,278
Columbia Acorn Fund	**1,125,261**	790,630
Other	**4,991,595**	3,673,600
	$ 14,754,715	$ 11,545,863
Note receivable from participants*	**$ 252,558**	$ 330,342

*Amount represents less than 5% of the Plan's net assets as of June 30, 2011 and 2010.

Note 3. Information Certified or Provided by Trustee (Continued)

Fidelity also certified to the completeness and accuracy of $2,464,038 of net appreciation in fair value of assets, $292,805 of interest and dividend income related to the aforementioned Plan assets, and $14,948 of interest related to notes receivable from participants for the year ended June 30, 2011.

During 2011, the Plan's investments in shares of registered investment companies (mutual funds) (including gains and losses on investments bought and sold, as well as, held during the year) appreciated in value by $2,464,038.

Note 4. Fair Value Measurements

FASB Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures,* establishes the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

- Level 2 – Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at June 30, 2011 and 2010.

Following is a description of the valuation methodologies used for investments measured at fair value.

Shares of registered investment companies (mutual funds): Shares of registered investment companies are mutual funds and are valued at the closing price reported on the active market on which the individual securities are traded.

Money market fund: Reported at fair value based on the unit prices quoted by the fund.

Note 4. Fair Value Measurements (Continued)

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

The following table sets forth by major type and level, within the fair value hierarchy, the Plan's investments measured at fair value as of June 30, 2011 and 2010:

	June 30, 2011			
Description	**Level 1**	**Level 2**	**Level 3**	**Total**
Shares of registered investment companies (mutual funds):				
Domestic equities funds	**$ 7,756,447**	**$ -**	**$ -**	**$ 7,756,447**
International/global equity funds	**2,578,619**	**-**	**-**	**2,578,619**
Bond funds	**1,966,640**	**-**	**-**	**1,966,640**
Investment grade bond funds	**179,418**	**-**	**-**	**179,418**
Developed international equity funds	**101,646**	**-**	**-**	**101,646**
High yield bond funds	**50,551**	**-**	**-**	**50,551**
Commodity funds	**44,629**	**-**	**-**	**44,629**
Short-term funds	**43,252**	**-**	**-**	**43,252**
Inflation-protected bond funds	**42,920**	**-**	**-**	**42,920**
Balanced/hybrid funds	**36,156**	**-**	**-**	**36,156**
Emerging markets equity funds	**22,122**	**-**	**-**	**22,122**
Money market fund	**1,932,315**	**-**	**-**	**1,932,315**
Total	**$ 14,754,715**	**$ -**	**$ -**	**$ 14,754,715**

	June 30, 2010			
Description	Level 1	Level 2	Level 3	Total
Shares of registered investment companies (mutual funds):				
Domestic equities funds	$ 6,027,160	$ -	$ -	$ 6,027,160
International/global equity funds	1,876,830	-	-	1,876,830
Bond funds	1,740,779	-	-	1,740,779
Target date funds	584,313	-	-	584,313
Balanced/hybrid funds	27,291	-	-	27,291
Money market fund	1,289,490	-	-	1,289,490
Total	$ 11,545,863	$ -	$ -	$ 11,545,863

Changes in fair value levels: The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2011, there were no transfers in and out of Levels 1, 2, or 3.

Note 5. Plan Termination and Amendment

Although it has not expressed any intent to do so, the Company has the right under the Plan agreement to amend any or all provisions of the Plan as well as discontinue contributions or to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts, and the net assets of the Plan must be allocated among the participants and beneficiaries of the Plan in the order provided for by ERISA.

Note 6. Parties-In-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan, or an employer whose employees are covered by the Plan. Accordingly, the contributions remitted by the Employer to the Plan are considered party-in-interest transactions. Although the Company provides administrative personnel and supplies to the Plan, those personnel and supplies are provided at no cost to the Plan and are not considered prohibited transactions. Certain other administrative expenses are paid by the Company on behalf of the Plan. Administrative expenses paid by the Plan for trustee and recordkeeper services amounted to $701 during the year ended June 30, 2011. Certain Plan investments are shares of registered investment companies and a money market fund managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, transactions with these entities qualify as party-in-interest transactions.

Note 7. Income Tax Status

Effective April 1, 2010, the Plan adopted a volume submitter defined contribution plan sponsored by Fidelity Management & Research Company. The volume submitter plan has received an opinion letter, dated March 31, 2008 from the Internal Revenue Service as to the volume submitter plan's qualified status. The volume submitter plan opinion letter has been relied upon by this Plan. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is designed and currently operating in compliance with the applicable requirements of the Internal Revenue Code such that its tax exempt status has been maintained.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is not subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2007.

Note 8. Risks and Uncertainties

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

Jazzercise, Inc. 401(k) Profit Sharing Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
June 30, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date Rate of Interest, Collateral, Par of Maturity, Value	(d) Cost	(e) Current Value
*	Fidelity Investments	Fidelity Money Market Trust Retirement Government Money Market Fund	**	$ 1,932,315
		Shares of Registered Investment Companies (mutual funds):		
*	Fidelity Investments	Fidelity Contrafund	**	1,997,047
	Harbor Funds	Harbor International Fund	**	1,833,382
	PIMCO	PIMCO Total Return Fund	**	1,554,167
	Davis Funds	Davis New York Venture Fund	**	1,320,948
	Columbia	Columbia Acorn Fund	**	1,125,261
	Harbor Funds	Harbor Capital Appreciation Fund	**	712,438
	Oppeneimer Funds	Oppenheimer Developing Markets Fund	**	703,152
*	Fidelity Investments	Spartan 500 Index Fund	**	693,041
	DWS Investments	DWS Large Cap Value Fund	**	423,716
*	Fidelity Investments	Fidelity Freedom 2015 Fund	**	394,669
*	Fidelity Investments	Spartan Extended Market Index Fund	**	344,531
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	340,929
*	Fidelity Investments	Fidelity Strategic Income Fund	**	316,376
	T. Rowe Price	T. Rowe Price Mid-Cap Value Fund	**	241,642
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	224,839
	Brown Funds	Brown Capital Management Small Company Fund	**	220,600
	American Century Investment	American Century Inflation Adjusted Bond Fund	**	96,097
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	80,624
	Vanguard	Vanguard Total International Stock Index Signal Fund	**	42,085
	The Oakmark Funds	Oakmark Equity and Income Fund	**	36,156
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	29,778
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	28,494
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	27,244
	Vanguard	Vanguard Windsor II Fund	**	22,133
	Rydex/SGI	Rydex/SGI Mid Cap Value Fund	**	13,051
*	Participants	Notes receivable from participants (maturity dates range from July 2011 through January 2032 and interest rates range from 4.25% to 9.25%)	**	252,558
				$ 15,007,273

* Party-in-interest, as defined by ERISA.
** Cost information is not required for participant directed investments.

Jazzercise, Inc. 401(k) Profit Sharing Plan

Financial Report
June 30, 2011

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McGladrey

Independent Auditor's Report

To the Plan Administrator
Jazzercise, Inc. 401(k) Profit Sharing Plan
Carlsbad, California

We were engaged to audit the accompanying statements of net assets available for benefits of the Jazzercise, Inc. 401(k) Profit Sharing Plan (the "Plan") as of June 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended June 30, 2011, and the supplemental schedule of schedule H, line 4i – schedule of assets (held at end of year) as of June 30, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 or provided by Fidelity Management Trust Company, 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 the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 3 that was provided to the Plan Administrator by the trustee as of and for the year ended June 30, 2011, and as of June 30, 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

Orlando, Florida
February 23, 2012

Member of the RSM International network of independent accounting, tax and consulting firms.

Jazzercise, Inc. 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits
June 30, 2011 and 2010

		2011		2010
Assets:				
Investments, at fair value (Notes 3 and 4):				
Shares of registered investment companies (mutual funds)	**$**	**12,822,400**	$	10,256,373
Money market fund		**1,932,315**		1,289,490
Total investments		**14,754,715**		11,545,863
Receivables:				
Employer's contributions		**488,415**		506,146
Notes from participants (Note 3)		**252,558**		330,342
Total receivables		**740,973**		836,488
Net assets available for benefits	**$**	**15,495,688**	$	12,382,351

See Notes to Financial Statements.

Jazzercise, Inc. 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended June 30, 2011

Additions to net assets attributed to:		
Investment income (Note 3):		
Net appreciation in fair value of investments	$	2,464,038
Interest and dividends		292,805
Total investment income		2,756,843
Interest income on notes receivable from participants		14,948
Contributions:		
Employer's profit sharing		488,415
Employer's matching		187,555
Participants'		624,813
Total contributions		1,300,783
Total additions		4,072,574
Deductions from net assets attributed to:		
Benefits paid to participants		958,536
Administrative expenses (Note 6)		701
Total deductions		959,237
Net increase		3,113,337
Net assets available for benefits:		
Beginning of year		12,382,351
Ending of year	$	15,495,688

See Notes to Financial Statements.

Note 1. Description of Plan

The following description of the Jazzercise, Inc. 401(k) Profit Sharing Plan (the "Plan"), as amended and restated effective April 1, 2010, 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 of the employees of Jazzercise, Inc. (the "Company", "Employer", or "Plan Sponsor"). The Plan was established by the Company on July 1, 1985 and has been amended from time to time thereafter. Employees who have attained the age of 21 become eligible to participate in the Plan beginning on the first of the month immediately following completion of 1,000 hours and one year of service with the Company. Employees who are eligible to participate in the Plan are eligible to receive employer matching contributions when contributing to the Plan and discretionary employer profit sharing contributions when employed at the end of the Plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Fidelity Management Trust Company ("Fidelity"), the trustee and recordkeeper of the Plan, is responsible for investing and managing the Plan assets (subject to the direction of the Company and the participants). An employee of the Plan Sponsor serves as the Plan Administrator of the Plan.

Contributions: Each participant may contribute, on a pre-tax basis, between 1% to 50% of their qualified annual compensation, as defined by the Plan, up to the Internal Revenue Code ("IRC") maximum limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. All contributions are held in a trust, and invested by the Plan's trustee in accordance with the options elected by the participants (i.e. all investments are participant directed). Participants who have attained the age of 50 before the end of the Plan year are eligible to make "catch-up" contributions of $5,500 for 2011. The maximum allowable pre-tax voluntary contribution, as determined by the Internal Revenue Service for 2011 was $16,500, based on the calendar year.

Participants may designate certain salary deferral contributions as Roth elective contributions. Designated Roth contributions will be currently included in the gross taxable income of the participant, but distributions of designated Roth contributions and earnings thereon, will be excludable from gross taxable income for that participant.

The Company may make a discretionary matching contribution to eligible participants of the Plan who contribute to the Plan, which is to be determined annually by management. For the Plan year ended June 30, 2011, the Company's discretionary matching percentage was 30% of participant contributions. In addition, the Company may make a discretionary profit sharing contribution to be determined by management annually based on profits. For the Plan year ended June 30, 2011, the Company's discretionary profit sharing percentage was 8% of employees' total compensation. Participant and employer matching contributions are added to their accounts each pay period, and discretionary profit sharing contributions are added in August or September following the Plan's year-end. Plan participants must be employed by the Company as of the Plan's year end in order to earn any discretionary profit sharing contributions. The discretionary profit sharing contribution made to the Plan for the year ended June 30, 2011 was $488,415.

Participant accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, their pro rata share of the Company's discretionary employer matching contributions (if any), discretionary employer profit sharing contributions (if any) and an allocation of Plan earnings (including market value adjustments to Plan instruments); and charged with withdrawals, administrative expenses and an allocation of Plan losses. Allocations of earnings or losses in each investment option are made to the individual participant's account based on the ratio of each participant's current account balance in the respective investment option to total Plan participants' account balances in the respective investment option. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1. Description of Plan (Continued)

Vesting: Employee contributions and rollover contributions plus or minus actual earnings or losses thereon have full and immediate vesting. Company discretionary matching contributions and discretionary employer profit sharing contributions (and earnings or losses thereon) vest according to the following schedule:

Years of Service	Vested Percentage
Less than 1	0%
1	10%
2	40%
3 or more	100%

Participant accounts become fully vested regardless of the above vesting schedule upon death, disability, attainment of normal retirement age, or upon termination of the Plan.

Investment options: Upon enrollment in the Plan, participants may elect to invest both participant and Company contributions in various investment options as more fully described in the Plan's literature. Participant can change their contribution percentages and their investment options or make fund transfers at any time.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance in the Plan. A participant may not have more than two notes outstanding at any time. The notes, which are collateralized by the balance in the participant's account, bear interest at a fixed rate of prime as reported in the Wall Street Journal plus 1% at the date of issuance (4.25% to 9.25% as of June 30, 2011). All notes are repaid within a period of five years, except notes for the participant's principal residence, which must be repaid within a period of fifteen years prior to April 1, 2010 and ten years effective April 1, 2010. Principal and interest are paid biweekly through payroll deductions.

Payment of benefits: Distributions of a participant's account are made upon retirement from the Company, in cases of financial hardship, termination from service to the Company, death, or permanent and total disability. The normal retirement age as defined by the Plan is 65. Participants still employed who have reached the age 59½ and are 100% vested are eligible for an in-service distribution of all or a portion of their vested balance. If a participant terminates before retirement, the participant would receive either a lump sum payment of their account balance or rollover their balance to an eligible retirement plan or the participant may defer payments of their benefits until their retirement date but no later than age 70½. Vested account balances in amounts less than $1,000 may be distributed as a lump sum amount to the participant without the participant's election.

Forfeited accounts: Any non-vested account balance after the distribution of a terminated participant's vested account balance is forfeited. Forfeitures of non-vested employer matching contributions arising during the Plan year are used to reduce future employer matching contributions. Forfeitures of non-vested employer profit sharing contributions arising during the Plan year are allocated to all participants eligible to share in the allocations in the same proportion that each participant's compensation for the year bears to the compensation of all participants for such year. As of June 30, 2011 and 2010, there were $16,949 and $9,386 available for future use. For the year ended June 30, 2011, no forfeitures were used.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Interest income is recorded on the accrual basis as earned. Dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold (i.e. realized gains/losses) as well as held during the year (i.e. unrealized appreciation (depreciation)). Purchases and sales of securities are recorded on a trade-date basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Certain administrative expenses are paid directly from the Plan assets. Certain administrative functions are performed by officers and employees of the Company. No such officer or employee receives compensation from the Plan. Certain expenses associated with the Plan, such as expenses for legal and accounting services, are paid directly by the Company and are not paid from the assets of the Plan; and, accordingly, are not reflected in the accompanying financial statements.

Adoption of new accounting pronouncements: In January 2010, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity is now required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, ASU 2010-06 amends the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. ASU 2010-06 was effective for reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan adopted the amendment effective July 1, 2010. The adoption did not have material impact on the Plan's financial statements.

Note 2. Summary of Significant Accounting Policies (Continued)

Recent accounting pronouncements: In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs,* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for reporting periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Subsequent events: The Plan Administrator has evaluated subsequent events (events occurring after June 30, 2011) through February 23, 2012, which is the date these financial statements were available to be issued.

Note 3. Information Certified or Provided by Trustee

The following is a summary of the Plan's asset information as of June 30, 2011 and 2010, and for the year ended June 30, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information certified or provided by Fidelity, the trustee under the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and asset activity is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this information, except for comparing such certified information to information included in the Plan's financial statements and supplemental schedule.

The following table presents the assets in this Plan as of June 30, 2011 and 2010 that were certified by Fidelity. Single assets representing 5% or more of the Plan's net assets are separately identified.

	2011	2010
Investments, at fair value:		
Money market fund:		
Fidelity Money Market Trust Retirement Government Money Market Fund	**$ 1,932,315**	$ 1,289,490
Shares of registered investment companies (mutual funds):		
Fidelity Contrafund	**1,997,047**	1,913,584
Harbor International Fund	**1,833,382**	1,325,931
PIMCO Total Return Fund	**1,554,167**	1,512,350
Davis New York Venture Fund	**1,320,948**	1,040,278
Columbia Acorn Fund	**1,125,261**	790,630
Other	**4,991,595**	3,673,600
	$ 14,754,715	$ 11,545,863
Note receivable from participants*	**$ 252,558**	$ 330,342

*Amount represents less than 5% of the Plan's net assets as of June 30, 2011 and 2010.

Note 3. Information Certified or Provided by Trustee (Continued)

Fidelity also certified to the completeness and accuracy of $2,464,038 of net appreciation in fair value of assets, $292,805 of interest and dividend income related to the aforementioned Plan assets, and $14,948 of interest related to notes receivable from participants for the year ended June 30, 2011.

During 2011, the Plan's investments in shares of registered investment companies (mutual funds) (including gains and losses on investments bought and sold, as well as, held during the year) appreciated in value by $2,464,038.

Note 4. Fair Value Measurements

FASB Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures,* establishes the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

- Level 2 – Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at June 30, 2011 and 2010.

Following is a description of the valuation methodologies used for investments measured at fair value.

Shares of registered investment companies (mutual funds): Shares of registered investment companies are mutual funds and are valued at the closing price reported on the active market on which the individual securities are traded.

Money market fund: Reported at fair value based on the unit prices quoted by the fund.

Note 4. Fair Value Measurements (Continued)

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

The following table sets forth by major type and level, within the fair value hierarchy, the Plan's investments measured at fair value as of June 30, 2011 and 2010:

	June 30, 2011			
Description	**Level 1**	**Level 2**	**Level 3**	**Total**
Shares of registered investment companies (mutual funds):				
Domestic equities funds	**$ 7,756,447**	**$ -**	**$ -**	**$ 7,756,447**
International/global equity funds	**2,578,619**	**-**	**-**	**2,578,619**
Bond funds	**1,966,640**	**-**	**-**	**1,966,640**
Investment grade bond funds	**179,418**	**-**	**-**	**179,418**
Developed international equity funds	**101,646**	**-**	**-**	**101,646**
High yield bond funds	**50,551**	**-**	**-**	**50,551**
Commodity funds	**44,629**	**-**	**-**	**44,629**
Short-term funds	**43,252**	**-**	**-**	**43,252**
Inflation-protected bond funds	**42,920**	**-**	**-**	**42,920**
Balanced/hybrid funds	**36,156**	**-**	**-**	**36,156**
Emerging markets equity funds	**22,122**	**-**	**-**	**22,122**
Money market fund	**1,932,315**	**-**	**-**	**1,932,315**
Total	**$ 14,754,715**	**$ -**	**$ -**	**$ 14,754,715**

	June 30, 2010			
Description	Level 1	Level 2	Level 3	Total
Shares of registered investment companies (mutual funds):				
Domestic equities funds	$ 6,027,160	$ -	$ -	$ 6,027,160
International/global equity funds	1,876,830	-	-	1,876,830
Bond funds	1,740,779	-	-	1,740,779
Target date funds	584,313	-	-	584,313
Balanced/hybrid funds	27,291	-	-	27,291
Money market fund	1,289,490	-	-	1,289,490
Total	$ 11,545,863	$ -	$ -	$ 11,545,863

Changes in fair value levels: The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2011, there were no transfers in and out of Levels 1, 2, or 3.

Note 5. Plan Termination and Amendment

Although it has not expressed any intent to do so, the Company has the right under the Plan agreement to amend any or all provisions of the Plan as well as discontinue contributions or to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts, and the net assets of the Plan must be allocated among the participants and beneficiaries of the Plan in the order provided for by ERISA.

Note 6. Parties-In-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan, or an employer whose employees are covered by the Plan. Accordingly, the contributions remitted by the Employer to the Plan are considered party-in-interest transactions. Although the Company provides administrative personnel and supplies to the Plan, those personnel and supplies are provided at no cost to the Plan and are not considered prohibited transactions. Certain other administrative expenses are paid by the Company on behalf of the Plan. Administrative expenses paid by the Plan for trustee and recordkeeper services amounted to $701 during the year ended June 30, 2011. Certain Plan investments are shares of registered investment companies and a money market fund managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, transactions with these entities qualify as party-in-interest transactions.

Note 7. Income Tax Status

Effective April 1, 2010, the Plan adopted a volume submitter defined contribution plan sponsored by Fidelity Management & Research Company. The volume submitter plan has received an opinion letter, dated March 31, 2008 from the Internal Revenue Service as to the volume submitter plan's qualified status. The volume submitter plan opinion letter has been relied upon by this Plan. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is designed and currently operating in compliance with the applicable requirements of the Internal Revenue Code such that its tax exempt status has been maintained.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is not subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2007.

Note 8. Risks and Uncertainties

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

Jazzercise, Inc. 401(k) Profit Sharing Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
June 30, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date Rate of Interest, Collateral, Par of Maturity, Value	(d) Cost	(e) Current Value
*	Fidelity Investments	Fidelity Money Market Trust Retirement Government Money Market Fund	**	$ 1,932,315
		Shares of Registered Investment Companies (mutual funds):		
*	Fidelity Investments	Fidelity Contrafund	**	1,997,047
	Harbor Funds	Harbor International Fund	**	1,833,382
	PIMCO	PIMCO Total Return Fund	**	1,554,167
	Davis Funds	Davis New York Venture Fund	**	1,320,948
	Columbia	Columbia Acorn Fund	**	1,125,261
	Harbor Funds	Harbor Capital Appreciation Fund	**	712,438
	Oppeneimer Funds	Oppenheimer Developing Markets Fund	**	703,152
*	Fidelity Investments	Spartan 500 Index Fund	**	693,041
	DWS Investments	DWS Large Cap Value Fund	**	423,716
*	Fidelity Investments	Fidelity Freedom 2015 Fund	**	394,669
*	Fidelity Investments	Spartan Extended Market Index Fund	**	344,531
*	Fidelity Investments	Fidelity Small Cap Discovery Fund	**	340,929
*	Fidelity Investments	Fidelity Strategic Income Fund	**	316,376
	T. Rowe Price	T. Rowe Price Mid-Cap Value Fund	**	241,642
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	224,839
	Brown Funds	Brown Capital Management Small Company Fund	**	220,600
	American Century Investment	American Century Inflation Adjusted Bond Fund	**	96,097
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	80,624
	Vanguard	Vanguard Total International Stock Index Signal Fund	**	42,085
	The Oakmark Funds	Oakmark Equity and Income Fund	**	36,156
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	29,778
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	28,494
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	27,244
	Vanguard	Vanguard Windsor II Fund	**	22,133
	Rydex/SGI	Rydex/SGI Mid Cap Value Fund	**	13,051
*	Participants	Notes receivable from participants (maturity dates range from July 2011 through January 2032 and interest rates range from 4.25% to 9.25%)	**	252,558
				$ 15,007,273

* Party-in-interest, as defined by ERISA.
** Cost information is not required for participant directed investments.