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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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;
- [ ] 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
LEVY HOME ENTERTAINMENT RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/28/1952

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

LEVY HOME ENTERTAINMENT LLC

1420 KENSINGTON ROAD
SUITE 300
OAK BROOK, IL 60523

2b Employer Identification Number (EIN) 36-4324269

2c Sponsor's telephone number 708-356-3600

2d Business code (see instructions) 424100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2012	SANDRA L. JUBACH
	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")
LEVY HOME ENTERTAINMENT LLC

1420 KENSINGTON ROAD
SUITE 300
OAK BROOK, IL 60523

3b Administrator's EIN
36-4324269

3c Administrator's telephone number
708-356-3600

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
THE CHAS. LEVY COMPANY

4b EIN
36-1382740

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	1335
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**	1502
b	Retired or separated participants receiving benefits	**6b**	25
c	Other retired or separated participants entitled to future benefits	**6c**	345
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1872
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	1874
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1792
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	68
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 2S 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)	X	**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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
LEVY HOME ENTERTAINMENT RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LEVY HOME ENTERTAINMENT LLC

D Employer Identification Number (EIN)
36-4324269

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

THE VANGUARD GROUP, INC.

23-1945930

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

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

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

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

THE VANGUARD GROUP, INC.

23-1945930

(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?
15 25 37 52	NONE	65343	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 [ ]

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)

(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
THE VANGUARD GROUP, INC.	99	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.
ARIEL MUTUAL FUNDS 200 EAST RANDOLPH DRIVE SUITE 2900 CHICAGO, IL 60601	5 BASIS POINTS - OTHER

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
LEVY HOME ENTERTAINMENT RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LEVY HOME ENTERTAINMENT LLC

D Employer Identification Number (EIN)
36-4324269

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
23-2186884-022	C	11443733

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
LEVY HOME ENTERTAINMENT RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LEVY HOME ENTERTAINMENT LLC

D Employer Identification Number (EIN)
36-4324269

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)	1132649	766840
(2) Participant contributions	1b(2)	58642	54643
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1468351	1343216
(9) Value of interest in common/collective trusts	1c(9)	11794862	11443733
(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)	31119564	28529147
(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	45574068	42137579
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	45574068	42137579

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)	766854	
(B) Participants	2a(1)(B)	1768104	
(C) Others (including rollovers)	2a(1)(C)	38400	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2573358
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	61919	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		61919
(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)	758570	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		758570
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		386331
(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)		-898198
c Other income	2c		7579
d Total income. Add all **income** amounts in column (b) and enter total	2d		2889559
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6257753	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	851	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6258604
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		10532
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)	56912	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		56912
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6326048
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-3436489
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: HANSEN PLAHM AND CO. (2) EIN: 36-3849301

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		1000000
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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
LEVY HOME ENTERTAINMENT RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LEVY HOME ENTERTAINMENT LLC

D Employer Identification Number (EIN)
36-4324269

Part I Distributions

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

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

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

EIN(s): 23-2186884

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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): _____

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):

HANSEN PLAHM
& COMPANY
Certified Public Accountants and Consultants
8180 S. Cass Avenue, Darien, IL 60561
www.hansenplahm.com
Phone: 630-968-8897
Fax: 630-968-8927

INDEPENDENT AUDITORS' REPORT

To the Financial Committee
Levy Home Entertainment LLC
Retirement Savings Plan
Oak Brook, Illinois

We were engaged to audit the financial statements of Levy Home Entertainment LLC Retirement Savings Plan as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Hansen, Plahm & Company
Darien, Illinois

September 7, 2012

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN

OAK BROOK, ILLINOIS

YEAR ENDED
DECEMBER 31, 2011 AND 2010

FINANCIAL STATEMENTS

and

REPORT OF INDEPENDENT AUDITORS

FEIN: 36-4324269

PLAN NUMBER: 001

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INDEPENDENT AUDITORS' REPORT

To the Financial Committee
Levy Home Entertainment LLC
Retirement Savings Plan
Oak Brook, Illinois

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As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Hansen, Plahm & Company
Darien, Illinois

September 7, 2012

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2010

ASSETS

	2011	2010
INVESTMENTS, AT FAIR VALUE (Note 4):		
Registered Investment Companies:		
Vanguard 500 Index Fund	$ 3,446,474	$ 3,285,621
Vanguard International Growth Fund	1,468,988	2,926,293
Vanguard PRIMECAP Fund	3,231,443	3,426,259
Vanguard Prime Money Market Fund	88,890	95,272
Vanguard Target Retirement 2005 Fund	165,013	167,924
Vanguard Target Retirement 2010 Fund	276,019	526,340
Vanguard Target Retirement 2015 Fund	1,206,129	1,571,829
Vanguard Target Retirement 2020 Fund	2,088,072	2,231,194
Vanguard Target Retirement 2025 Fund	2,036,457	1,816,897
Vanguard Target Retirement 2030 Fund	1,126,802	1,046,427
Vanguard Target Retirement 2035 Fund	1,170,461	1,071,660
Vanguard Target Retirement 2040 Fund	224,482	198,420
Vanguard Target Retirement 2045 Fund	449,636	381,184
Vanguard Target Retirement 2050 Fund	205,634	188,533
Vanguard Target Retirement 2055 Fund	28,629	-
Vanguard Target Retirement Income Fund	260,829	230,091
Vanguard Total Bond Market Index Fund	2,170,346	2,468,237
Vanguard Wellington Fund	5,166,218	5,405,600
Vanguard Windsor II Fund	2,798,215	2,944,938
Ariel Growth Fund (DBA: Ariel Investment Trust): Ariel Fund	920,410	1,136,845
	28,529,147	31,119,564
Vanguard Retirement Savings Trust	11,443,733	11,794,862
TOTAL INVESTMENTS	39,972,880	42,914,426
RECEIVABLES:		
Employer's Contribution	766,840	1,132,649
Employees' Contribution	54,643	58,642
Notes Receivable From Participants	1,361,952	1,476,555
TOTAL RECEIVABLES	2,183,435	2,667,846
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	42,156,315	45,582,272
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(529,918)	(464,458)
NET ASSETS AVAILABLE FOR BENEFITS	$ 41,626,397	$ 45,117,814

See Accompanying Notes to the Financial Statements.

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION

For the Year Ended December 31, 2011

	Vanguard 500 Index Fund	Vanguard International Growth Fund	Vanguard PRIMECAP Fund	Vanguard Target Retirement 2005 Fund	Vanguard Target Retirement 2010 Fund	Vanguard Target Retirement 2015 Fund
ADDITIONS TO NET ASSETS ATTRIBUTED TO:						
Investment Income:						
Interest and Dividend Income, Investments	$ 66,386	$ 29,370	$ 140,420	$ 4,723	$ 10,077	$ 31,810
Net Realized Gain (Loss) on Sale of Investments	5,688	(206,681)	1,906	1,363	3,148	16,262
Net Unrealized Appreciation (Depreciation) of Investments	(6,133)	(260,684)	(204,951)	2,530	(556)	(13,525)
TOTAL INVESTMENT INCOME (LOSS)	65,941	(437,995)	(62,625)	8,616	12,669	34,547
CONTRIBUTIONS:						
Employer	59,943	44,064	55,313	12,675	44,722	53,135
Employee	136,733	86,490	126,663	11,016	22,803	47,827
TOTAL CONTRIBUTIONS	196,676	130,554	181,976	23,691	67,525	100,962
OTHER ADDITIONS:	-	-	-	-	-	-
TOTAL ADDITIONS	262,617	(307,441)	119,351	32,307	80,194	135,509
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:						
Payment of Benefits	444,114	1,147,648	186,863	22,071	290,937	512,621
Other Deductions	426	200	239	75	49	150
TOTAL DEDUCTIONS	444,540	1,147,848	187,102	22,146	290,986	512,771
NET INCREASE (DECREASE) PRIOR TO INTERFUND TRANSFERS	(181,923)	(1,455,289)	(67,751)	10,161	(210,792)	(377,262)
INTERFUND TRANSFERS	342,775	(2,016)	(127,065)	(13,072)	(39,529)	11,562
NET INCREASE (DECREASE)	160,852	(1,457,305)	(194,816)	(2,911)	(250,321)	(365,700)
NET ASSETS AVAILABLE FOR PLAN BENEFITS:						
Beginning of Year	3,285,621	2,926,293	3,426,259	167,924	526,340	1,571,829
End of Year	$ 3,446,473	$ 1,468,988	$ 3,231,443	$ 165,013	$ 276,019	$ 1,206,129

See Accompanying Notes to the Financial Statements.

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION (CONT'D)

For the Year Ended December 31, 2011

	Vanguard Target Retirement 2020 Fund	Vanguard Target Retirement 2025 Fund	Vanguard Target Retirement 2030 Fund	Vanguard Target Retirement 2035 Fund	Vanguard Target Retirement 2040 Fund	Vanguard Target Retirement 2045 Fund	Vanguard Target Retirement 2050 Fund
ADDITIONS TO NET ASSETS ATTRIBUTED TO:							
Investment Income:							
Interest and Dividend Income, Investments	$ 51,184	$ 49,259	$ 25,532	$ 26,225	$ 4,853	$ 9,942	$ 4,407
Net Realized Gain (Loss) on Sale of Investments	1,865	5,457	959	(1,390)	1,366	1,115	(952)
Net Unrealized Appreciation (Depreciation) of Investments	(45,855)	(67,544)	(42,711)	(56,661)	(11,754)	(23,630)	(10,816)
TOTAL INVESTMENT INCOME (LOSS)	7,194	(12,828)	(16,220)	(31,826)	(5,535)	(12,573)	(7,361)
CONTRIBUTIONS:							
Employer	102,626	125,280	88,112	83,762	31,096	48,864	36,477
Employee	115,081	158,865	99,309	142,278	46,175	93,012	45,246
TOTAL CONTRIBUTIONS	217,707	284,145	187,421	226,040	77,271	141,876	81,723
OTHER ADDITIONS:	-	-	-	-	-	-	-
TOTAL ADDITIONS	224,901	271,317	171,201	194,214	71,736	129,303	74,362
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:							
Payment of Benefits	361,566	211,894	77,245	56,648	47,902	24,773	44,895
Other Deductions	146	487	110	382	150	214	255
TOTAL DEDUCTIONS	361,712	212,381	77,355	57,030	48,052	24,987	45,150
NET INCREASE (DECREASE) PRIOR TO INTERFUND TRANSFERS	(136,811)	58,936	93,846	137,184	23,684	104,316	29,212
INTERFUND TRANSFERS	(6,311)	160,624	(13,471)	(38,383)	2,378	(35,864)	(12,111)
NET INCREASE (DECREASE)	(143,122)	219,560	80,375	98,801	26,062	68,452	17,101
NET ASSETS AVAILABLE FOR PLAN BENEFITS:							
Beginning of Year	2,231,194	1,816,897	1,046,427	1,071,660	198,420	381,184	188,533
End of Year	$ 2,088,072	$ 2,036,457	$1,126,802	$ 1,170,461	$ 224,482	$ 449,636	$ 205,634

See Accompanying Notes to the Financial Statements.

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION (CONT'D)

For the Year Ended December 31, 2011

	Vangusrd Target Retirement 2055 Fund	Vanguard Target Retirement Income Fund	Vanguard Total Bond Market Index Fund	Vanguard Wellington Fund	Vanguard Windsor II Fund	Vanguard Retirement Savings Trust
ADDITIONS TO NET ASSETS ATTRIBUTED TO:						
Investment Income:						
Interest and Dividend Income, Investments	$ 520	$ 6,605	$ 75,563	$ 155,632	$ 64,052	$ 320,871
Net Realized Gain (Loss) on Sale of Investments	(159)	2,043	3,458	13,132	14,254	-
Net Unrealized Appreciation (Depreciation) of Investments	(2,279)	3,962	70,246	29,189	6,030	-
TOTAL INVESTMENT INCOME (LOSS)	(1,918)	12,610	149,267	197,953	84,336	320,871
CONTRIBUTIONS:						
Employer	3,930	12,848	26,567	148,695	26,767	105,897
Employee	2,186	9,604	64,192	236,865	58,688	263,506
TOTAL CONTRIBUTIONS	6,116	22,452	90,759	385,560	85,455	369,403
OTHER ADDITIONS:	-	-	-	-	-	-
TOTAL ADDITIONS	4,198	35,062	240,026	583,513	169,791	690,274
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:						
Payment of Benefits	1,142	6,249	193,063	794,942	308,295	1,132,522
Other Deductions	-	6	353	2,150	316	(400)
TOTAL DEDUCTIONS	1,142	6,255	193,416	797,092	308,611	1,132,122
NET INCREASE (DECREASE) PRIOR TO INTERFUND TRANSFERS	3,056	28,807	46,610	(213,579)	(138,820)	(441,848)
INTERFUND TRANSFERS	25,573	1,931	(344,501)	(25,803)	(7,903)	25,260
NET INCREASE (DECREASE)	28,629	30,738	(297,891)	(239,382)	(146,723)	(416,588)
NET ASSETS AVAILABLE FOR PLAN BENEFITS:						
Beginning of Year	-	230,091	2,468,237	5,405,600	2,944,938	11,330,403
End of Year	$ 28,629	$ 260,829	$ 2,170,346	$ 5,166,218	$ 2,798,215	$ 10,913,815

See Accompanying Notes to the Financial Statements.

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION (CONT'D)

For the Year Ended December 31, 2011

	Vanguard Prime Money Market Fund	Ariel Growth Fund	Participant Loans	Receivables and Other	Total
ADDITIONS TO NET ASSETS ATTRIBUTED TO:					
Investment Income:					
Interest and Dividend Income, Investments	$ 46	$ 1,965	$ 61,919	$ -	$ 1,141,361
Net Realized Gain (Loss) on Sale of Investments	-	(8,775)	-	-	(145,941)
Net Unrealized Appreciation (Depreciation) of Investments	-	(117,116)	-	-	(752,258)
TOTAL INVESTMENT INCOME (LOSS)	46	(123,926)	61,919	-	243,162
CONTRIBUTIONS:					
Employer	-	21,890	-	(365,809)	766,854
Employee	-	43,964	-	(3,999)	1,806,504
TOTAL CONTRIBUTIONS	-	65,854	-	(369,808)	2,573,358
OTHER ADDITIONS:			-	-	-
TOTAL ADDITIONS	46	(58,072)	61,919	(369,808)	2,816,520
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:					
Payment of Benefits	-	91,557	300,806	-	6,257,753
Other Deductions	44,682	194	-	-	50,184
TOTAL DEDUCTIONS	44,682	91,751	300,806	-	6,307,937
NET INCREASE (DECREASE) PRIOR TO INTERFUND TRANSFERS	(44,636)	(149,823)	(238,887)	(369,808)	(3,491,417)
INTERFUND TRANSFERS	38,254	(66,612)	124,284	-	-
NET INCREASE (DECREASE)	(6,382)	(216,435)	(114,603)	(369,808)	(3,491,417)
NET ASSETS AVAILABLE FOR PLAN BENEFITS:					
Beginning of Year	95,272	1,136,845	1,476,555	1,191,292	45,117,814
End of Year	$ 88,890	$ 920,410	$ 1,361,952	$ 821,484	$ 41,626,397

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION:

The following brief description of Levy Home Entertainment LLC Retirement Savings Plan (the "Plan") (formerly the Chas. Levy Company Retirement Savings Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

Levy Home Entertainment LLC purchased Chas. Levy Company and as a result of this purchase the plan sponsor is now Levy Home Entertainment LLC. All of the plan assets were transferred to Levy Home Entertainment LLC.

The Plan is a defined-contribution plan covering employees of Levy Home Entertainment LLC and certain subsidiaries (the "Company") that have completed one year of eligible service, excluding certain union employees, unless an agreement requires that such union employees participate in the Plan. In addition, the Plan has 401(k) options available to participants. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans. The Company utilizes the Safe Harbor method for matching contributions whereby it contributes 100% of the first 1% of employee deferrals and 50% of additional deferrals up to 6%, resulting in a maximum matching contribution of 3.5%. Participants age 50 and over are also allowed to make "catch up" contributions. These contributions are not matched by the Company. Additional amounts may be contributed by the Company at the option of the Company's Board of Directors.

Participants' Accounts

Each participant's account is credited with the employee's contribution, an allocation of the Company's contribution, plan earnings, if any, and forfeitures, if any. The Company's contribution, exclusive of the 401(k) match, and forfeitures are allocated based upon each participant's compensation, as defined. Plan earnings are allocated in proportion to each participant's account balance.

Vesting

In general, participants who are eligible to participate in the Plan on or before January 1, 1989, and who had completed one year of service on or before July 1, 1988, are fully vested in the Company contribution account. Company discretionary contributions vest over six years for all other participants. All 401(k) employee contributions and related employer's match are fully vested. Upon death or disability a participant's account becomes fully vested.

NOTE 1 - PLAN DESCRIPTION (CONT'D):

Payment of Benefits

Upon termination of service, a participant may elect to receive their vested account in either a lump sum or annual installments beginning not earlier than age 65 over a period as defined in the Plan. Upon death or disability, a participant benefits will be paid in either a lump sum or annual installments over a period as defined in the Plan, at the discretion of the participant, or if applicable, the beneficiary.

Investment Options

Participants are able to allocate their contributions among the following investment options:

Vanguard 500 Index Fund:

Seeks to provide long-term growth of capital and income from dividends by holding all of the 500 stocks that make up the unmanaged Standard & Poor's 500 Composite Stock Price Index, a widely recognized benchmark of U.S. stock market performance.

Vanguard International Growth Fund:

Seeks to provide long-term growth of capital by investing in stocks of high-quality, seasoned companies based outside the United States. Stocks are selected from more than 15 countries.

Vanguard Prime Money Market Fund:

Seeks to provide current income while maintaining liquidity and a stable share price of $1.

Vanguard PRIMECAP Fund:

Seeks long-term growth of capital by investing in stocks of companies with above-average prospects for continued earnings growth, strong industry positions, and skilled management teams.

Vanguard Target Retirement 2005 Fund:

The fund seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire within of few years of 2005. This funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

NOTE 1 - PLAN DESCRIPTION (CONT'D):

Investment Options (Cont'd)

Vanguard Target Retirement 2010 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2010. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement 2015 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2015. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement 2020 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2020. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement 2025 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2025. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

NOTE 1 - PLAN DESCRIPTION (CONT'D):

Investment Options (Cont'd)

Vanguard Target Retirement 2030 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2030. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement 2035 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2035. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement 2040 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2040. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement 2045 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2045. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

NOTE 1 - PLAN DESCRIPTION (CONT'D):

Investment Options (Cont'd)

Vanguard Target Retirement 2050 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2050. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement 2055 Fund:

Seeks to provide capital appreciation and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2050. The funds asset allocation will become more conservative over time. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. These bonds all mature in more than one year. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Target Retirement Income Fund:

Seeks to provide current income and some capital appreciation. This fund invests in other Vanguard mutual funds and is designed for investors currently in retirement. The funds indirect bond holdings are a diversified mix of short-, intermediate-, and long-term investment grade bonds. The indirect stock holdings consist substantially of large-cap U.S. stocks and to a lesser extent mid-, and small-cap U.S. stocks as well as foreign stocks.

Vanguard Total Bond Market Index Fund:

Seeks to provide a high level of interest income by attempting to match the performance of the unmanaged Lehman Brothers Aggregate Bond Index, which is a widely recognized measure of the entire taxable U.S. bond market.

Vanguard Wellington Fund:

Seeks to provide income and long-term growth of capital without undue risk to capital by investing about 65% of its assets in stocks and the remaining 35% in bonds.

NOTE 1 - PLAN DESCRIPTION (CONT'D):

Investment Options (Cont'd)

Vanguard Windsor II Fund:

Seeks to provide long-term growth of capital and income from dividends by investing in a diversified group of out-of-favor stocks of large-capitalization companies. The stocks generally sell at prices below the overall market average compared to their dividend income and future return potential.

Ariel Growth Fund (DBA: Ariel Investment Trust): Ariel Fund:

Seeks long-term growth of capital by investing primarily in equity securities of small-company stocks.

Vanguard Retirement Savings Trust:

Seeks stability of principal and a high level of current income consistent with a two to three-year average maturity. The trust is a tax-exempt collective trust invested primarily in investment contracts issued by insurance companies and commercial banks, and similar types of fixed-principal investments. The trust intends to maintain a constant net asset value of $1.00 per share.

Participant Notes Receivable

Participants may borrow from their Fund Accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Interest is payable at 1% plus the Federal prime rate in effect on the date of the loan. Principal and interest is repaid ratably through regular payroll deductions.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:

The following accounting policies, which conform to generally accepted accounting principles, have been used consistently in the preparation of the Plan's financial statements:

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

Basis of Accounting (Cont'd)

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated 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 3 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Fifty percent of the Plan's recordkeeping fees are paid by the Plan. The balance of the recordkeeping fee and all other administrative expenses of the Plan are paid by the Company.

NOTE 3 - FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

	Fair Value	Level 1	Level 2	Level 3
December 31, 2011				
Mutual funds	$ 28,529,147	$ 23,138,448	$ 5,390,699	$ -
Funds held in Insurance Company's general account	11,443,733	453,172	10,990,561	-
Total	$ 39,972,880	$ 23,591,620	$ 16,381,260	$ -
December 31, 2010				
Mutual funds	$ 31,119,564	$ 24,006,202	$ 7,113,362	$ -
Funds held in Insurance Company's general account	11,794,862	326,717	11,468,145	-
Total	$ 42,914,426	$ 24,332,919	$ 18,581,507	$ -

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 or Level 2 inputs because they generally provide the most reliable evidence of fair value.

Level 1 Fair Value Measurements

The fair value of funds is based on quoted net asset values of the shares held by the Plan at year end.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONT'D):

Level 2 Fair Value Measurements

The fair value of funds investing in fixed maturity securities are measured based on the pricing data provided by outside valuation service providers who in turn generally use the mean of bid and ask prices but may also use alternative observable pricing inputs.

Level 3 Fair Value Measurements

Valuations are observed from unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities.

NOTE 4 - INVESTMENTS:

The December 31, 2011 and December 31, 2010 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total assets of $41,626,397 and $45,117,814 at December 31, 2011 and December 31, 2010, respectively, and related income of $243,162 for the year ended December 31, 2011.

The following presents investments that represent 5% or more of the Plan's net assets:

	December 31, 2011	December 31, 2010
Vanguard 500 Index Fund	$3,446,474	$3,285,621
Vanguard International Growth Fund	N/A	2,926,293
Vanguard PRIMECAP Fund	3,231,443	3,426,259
Vanguard Total Bond Market Index Fund	2,170,346	2,468,237
Vanguard Wellington Fund	5,166,218	5,405,600
Vanguard Windsor II Fund	2,798,215	2,944,938
Vanguard Retirement Savings Trust	11,443,733	11,794,862
Vanguard Target Retirement 2020 Fund	2,088,072	N/A
Vanguard Target Retirement 2025 Fund	2,036,457	N/A

NOTE 5 - CONTRIBUTIONS:

The employer's 401(k) matching contribution was $766,840 for the year ended December 31, 2011, and $857,746 for 2010. No discretionary profit-sharing contribution was made for the year ended December 31, 2011 or 2010.

NOTE 6 - RELATED PARTY TRANSACTIONS:

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("VFTC"). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

NOTE 7 - PLAN TERMINATION:

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

NOTE 8 - INCOME TAX STATUS:

The trust established under the Plan to hold the Plan's assets is qualified under Section 401(a) of the Internal Revenue Code and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service dated January 16, 2002, and the Plan sponsor believes that the Plan continues to qualify and to operate as designed.

NOTE 9 - RISKS AND UNCERTAINTIES:

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

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

Net Assets available for benefits per the financial statement	$41,626,397
Certain deemed distributions of participant loans	(18,736)
Adjustment from Fair Value to Contract Value for fully benefit-responsive investment contract	529,918
Net assets per Schedule H	$42,137,579

NOTE 11 - DATE OF MANAGEMENT REVIEW:

Subsequent events were evaluated through September 7, 2012, which is the date the financial statements were available to be issued. As of February 1, 2012, Levy Home Entertainment LLC changed its name to Readerlink Distribution Services LLC; accordingly, the Plan name also changed to Readerlink Distribution Services LLC Retirement Savings Plan.

SUPPLEMENTARY INFORMATION

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN
FEIN: 36-4324269 PLAN NUMBER: 001

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

For the Year Ended December 31, 2011

a)	b) Identity of Issue, Borrower, Lessor or Similar Party	c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	d) Cost	e) Current Value
*	Vanguard 500 Index Fund	Registered Investment Co.	$ 3,193,915	$ 3,446,474
*	Vanguard Int'l. Growth Fund	Registered Investment Co.	1,620,676	1,468,988
*	Vanguard PRIMECAP Fund	Registered Investment Co.	2,945,194	3,231,443
*	Vanguard Prime Money Mkt.	Registered Investment Co.	88,890	88,890
*	Vanguard Target Retirement 2005	Registered Investment Co.	157,084	165,013
*	Vanguard Target Retirement 2010	Registered Investment Co.	263,328	276,019
*	Vanguard Target Retirement 2015	Registered Investment Co.	1,182,823	1,206,129
*	Vanguard Target Retirement 2020	Registered Investment Co.	2,035,656	2,088,072
*	Vanguard Target Retirement 2025	Registered Investment Co.	1,978,196	2,036,457
*	Vanguard Target Retirement 2030	Registered Investment Co.	1,113,665	1,126,802
*	Vanguard Target Retirement 2035	Registered Investment Co.	1,173,325	1,170,461
*	Vanguard Target Retirement 2040	Registered Investment Co.	223,654	224,482
*	Vanguard Target Retirement 2045	Registered Investment Co.	444,917	449,636
*	Vanguard Target Retirement 2050	Registered Investment Co.	197,934	205,634
*	Vanguard Target Retirement 2055	Registered Investment Co.	30,908	28,629
*	Vanguard Target Retirement Income	Registered Investment Co.	249,979	260,829
*	Vanguard Total Bond Market Index Fund	Registered Investment Co.	2,037,164	2,170,346
*	Vanguard Wellington Fund	Registered Investment Co.	4,857,082	5,166,218
*	Vanguard Windsor II Fund	Registered Investment Co.	2,944,239	2,798,215
*	Ariel Growth Fund	Registered Investment Co.	853,641	920,410
*	Vanguard Retirement Savings Trust**	Common/Collective Trust	10,913,815	10,913,815
*	Participant Loans	4.25%-9.75%	1,361,952	1,361,952
				$ 40,804,914

*Denotes a party-in-interest to the plan
**Contract value

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS SHARING PLAN
FEIN: 36-4324269 PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF REPORTABLE TRANSACTIONS

For the Year Ended December 31, 2011

a) Identity of Party Involved	b) Description of Asset (Include Interest Rate and Maturity in the Case of a Loan)	c) Purchase Price	d) Selling Price	g) Historical Cost of Asset	h) Current Value of Asset on Transaction Date	i) Historical Gain (Loss)
The Vanguard Group	Vanguard Retirement Savings Trust	1,419,600	-	-	1,419,600	-
The Vanguard Group	Vanguard Retirement Savings Trust	-	1,838,084	1,838,084	1,838,084	-

LEVY HOME ENTERTAINMENT LLC
RETIREMENT SAVINGS PLAN
FEIN: 36-4324269 PLAN NUMBER: 001

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

For the Year Ended December 31, 2011

a)	b) Identity of Issue, Borrower, Lessor or Similar Party	c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	d) Cost	e) Current Value
*	Vanguard 500 Index Fund	Registered Investment Co.	$ 3,193,915	$ 3,446,474
*	Vanguard Int'l. Growth Fund	Registered Investment Co.	1,620,676	1,468,988
*	Vanguard PRIMECAP Fund	Registered Investment Co.	2,945,194	3,231,443
*	Vanguard Prime Money Mkt.	Registered Investment Co.	88,890	88,890
*	Vanguard Target Retirement 2005	Registered Investment Co.	157,084	165,013
*	Vanguard Target Retirement 2010	Registered Investment Co.	263,328	276,019
*	Vanguard Target Retirement 2015	Registered Investment Co.	1,182,823	1,206,129
*	Vanguard Target Retirement 2020	Registered Investment Co.	2,035,656	2,088,072
*	Vanguard Target Retirement 2025	Registered Investment Co.	1,978,196	2,036,457
*	Vanguard Target Retirement 2030	Registered Investment Co.	1,113,665	1,126,802
*	Vanguard Target Retirement 2035	Registered Investment Co.	1,173,325	1,170,461
*	Vanguard Target Retirement 2040	Registered Investment Co.	223,654	224,482
*	Vanguard Target Retirement 2045	Registered Investment Co.	444,917	449,636
*	Vanguard Target Retirement 2050	Registered Investment Co.	197,934	205,634
*	Vanguard Target Retirement 2055	Registered Investment Co.	30,908	28,629
*	Vanguard Target Retirement Income	Registered Investment Co.	249,979	260,829
*	Vanguard Total Bond Market Index Fund	Registered Investment Co.	2,037,164	2,170,346
*	Vanguard Wellington Fund	Registered Investment Co.	4,857,082	5,166,218
*	Vanguard Windsor II Fund	Registered Investment Co.	2,944,239	2,798,215
*	Ariel Growth Fund	Registered Investment Co.	853,641	920,410
*	Vanguard Retirement Savings Trust**	Common/Collective Trust	10,913,815	10,913,815
*	Participant Loans	4.25%-9.75%	1,361,952	1,361,952
				$ 40,804,914

*Denotes a party-in-interest to the plan
**Contract value