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
ATHLETICO, LTD. EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

ATHLETICO, LTD.

625 ENTERPRISE DRIVE
OAK BROOK, IL 60523

2b Employer Identification Number (EIN) 36-3771769

2c Sponsor's telephone number 630-575-6281

2d Business code (see instructions) 621340

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.	10/05/2012	ELIZABETH GOODROW
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2012	ELIZABETH GOODROW
	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")
ATHLETICO, LTD.

625 ENTERPRISE DRIVE
OAK BROOK, IL 60523

3b Administrator's EIN
36-3771769

3c Administrator's telephone number
630-575-6281

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**	928
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**	933
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	119
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1052
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	1053
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	929
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	62
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 3H

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

9a Plan funding arrangement (check all that apply)

(1)		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
ATHLETICO, LTD. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3771769

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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 52 59 60 62 63 72	RECORDKEEPER	180	Yes [X] No [ ]	Yes [X] No [ ]	0	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 [ ]

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
ATHLETICO, LTD. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3771769

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

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

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

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.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)
22-6484011-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE RET CL 4

b Name of sponsor of entity listed in (a): INVESCO NATIONAL 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)
27-3868124-001	C	1260194

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)

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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
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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
ATHLETICO, LTD. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3771769

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)	826605	871648
(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)	43	43
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	1219100	1260194
(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)	19601249	22091100
(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	21646997	24222985
	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	21646997	24222985

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)	834939	
	(B) Participants	2a(1)(B)	3026705	
	(C) Others (including rollovers)	2a(1)(C)	79052	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3940696
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	538105	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		538105
	(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)		20110
(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)		-1021222
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3477689
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	863588	
(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)		863588
f Corrective distributions (see instructions)	2f		37933
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)	180	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		180
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		901701
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2575988
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: ABRAMS AND STEINBERG, P.C. (2) EIN: 36-3848268

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**			

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
ATHLETICO, LTD. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3771769

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): 94-1687665

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):

Our copy

ATHLETICO, LTD. EMPLOYEES' PROFIT SHARING 401(k) PLAN

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

December 31, 2011

ABRAMS & STEINBERG, P.C.
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

ATHLETICO, LTD. EMPLOYEES' PROFIT SHARING 401(k) PLAN

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ABRAMS & STEINBERG, P.C.
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

250 Parkway Drive, Suite 320
Lincolnshire, IL 60069
(847) 541-8888 • Fax: (847) 541-8832

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
AthletiCo, Ltd. Employees' Profit Sharing 401(k) Plan
Oak Brook, Illinois

We were engaged to audit the financial statements and supplemental schedule of AthletiCo, Ltd. Employees' Profit Sharing 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, 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 Bank of America, N.A.(the "Custodian"), except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Custodian holds the Plan's investment assets and executes related transactions. The plan administrator has obtained certification from the Custodian as of December 31, 2011 and 2010 and for the years then ended that the information provided to the plan administrator by the Custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is 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 supplemental schedule, other than that derived from the information certified by the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

Abrams & Steinberg, P.C.

Abrams & Steinberg, P.C.

September 12, 2012

AthletiCo, Ltd. Employees' Profit Sharing 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2011 and 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Net (depreciation) appreciation of investments	$ (1,028,198)	$ 1,910,568
Interest and dividends	558,214	365,398
Unclaimed funds forfeited	1,132	-
Other income	-	3,857
Total Investment Income	(468,852)	2,279,823
Contributions		
Participant	3,026,705	2,780,041
Employer	828,247	789,896
Participant rollover	79,052	32,949
Total Contributions	3,934,004	3,602,886
Total Additions	3,465,152	5,882,709
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	902,009	810,767
Administrative and other expenses	179	1,060
Total Deductions	902,188	811,827
Net Increase	2,562,964	5,070,882
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	21,610,245	16,539,363
End of year	$ 24,173,209	$ 21,610,245

The accompanying notes are an integral part of the financial statements.

AthletiCo, Ltd. Employees' Profit Sharing 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
ASSETS		
Participant directed investments, at fair value:		
Common/Collective trust fund	$ 1,260,194	$ 1,219,100
Mutual funds, at fair value	22,091,100	19,601,249
Total participant directed investments	23,351,294	20,820,349
Receivables:		
Contribution receivable-employer	828,247	789,896
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	24,179,541	21,610,245
Adjustment from fair value to contract value for interest in common collective trust funds relating to fully benefit responsive investment contracts	(6,332)	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 24,173,209	$ 21,610,245

The accompanying notes are an integral part of the financial statements.

Note 1. Plan Description:

The following description of AthletiCo, Ltd. (the "Company") Employees' Profit Sharing 401(k) Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a complete description of the Plan's provisions.

General:
The Plan is a defined contribution plan with a 401(k) salary reduction arrangement. All employees are eligible to participate except certain groups specifically excluded including union employees, leased employees, physical therapy aides, child center supervisors, custodians, fitness instructors and Pilates instructors. Eligible employees must attain the age of 21 and perform one hour of service to participate in the 401(k) portion of the Plan. Eligible employees are automatically enrolled and deemed to have elected a pre-tax contribution of 3% of their eligible compensation. Any employee of the Company, who has completed one year of service, attained the age of 21 and is employed on the last day of the Plan year is eligible to participate in the profit sharing portion of the plan effective on the following January 1 or July 1. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:
Each year, participants may contribute up to 75% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. A matching contribution is made at the discretion of and by the employer in an amount up to 50% of the Participant's first 5% of compensation contributed as Pre-Tax Contributions. For the year ended December 31, 2011 and 2010, the Company contributed $828,247and $789,896, respectively. All plan investments are self-directed by each participant. Participant salary reduction deferral amounts and annual plan contributions are subject to limits established by law.

Participant Accounts:
Each participant's account is credited with the participant's elective deferral contribution and allocations of (a) the Company's matching and discretionary contribution and, (b) Plan earnings. Payments of benefits, appreciation of investment funds, and an allocation of plan expenses reduce participants' account balances. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which the participant is entitled is the benefit that can be provided from the participant's vested accounts. As of December 31, 2011 and 2010, the Plan had $730,875 and $477,928 in assets allocated to participants who either elected to withdraw or have been terminated but not yet paid.

Payment of Benefits:
Upon termination of service a participant will receive a lump-sum amount, including rollover distributions, equal to the value of the vested portion of his or her account. If a participant's vested account is greater than $1,000 but not more than $5,000 (excluding rollover contributions), the Plan Administrator will automatically rollover the distribution to a Merrill Lynch Individual Retirement Account. Upon retirement, participants may elect to receive a lump-sum payment or installment payments. Upon death of a participating employee, a beneficiary will receive a lump sum amount equal to 100% of the account balance as of the anniversary date of the plan year such death occurred. In service distributions are permitted for hardships, as defined.

Note 1. Plan Description (continued):

Vesting:
Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of service. A participant is 100 percent vested after six years of credited service.

Years of Service	Vested Percentage
1	0%
2	20
3	40
4	60
5	80
6	100

Forfeited Accounts:
Forfeitures are first used to reduce employer contributions under the Plan. Any remaining forfeitures are used to offset Plan administrative expenses. At December 31, 2011 and 2010, forfeited non-vested accounts totaled approximately $43,400 and $38,000, respectively.

Termination:
While 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 provisions set forth in the Plan agreement and the Employees' Retirement Income Security Act of 1974 (ERISA). Upon termination, participants become fully vested in all amounts credited to their company matching contribution..

Plan Administration:
The Plan appointed three trustees to administer the Plan. All 401(k) plan investments are self-directed by plan participants in Merrill Lynch funds. Merrill Lynch, a subsidiary of Bank of America, N.A., acts as the custodian for these assets.

Party-in-interest Transactions:
Certain plan assets are in investment funds managed by Merrill Lynch, a subsidiary of Bank of America, N.A. Merrill Lynch as custodian of the Plan is a party-in-interest defined under ERISA guidelines.

Plan Amendments:
The plan was amended on January 10, 2010 to reflect addition of Roth Contributions.

Note 2. Significant Accounting Policies:

Basis of Accounting:
The financial statements of the Plan are prepared under the accrual basis of accounting.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1 , *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), 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

Note 2. Significant Accounting Policies (continued):

Basis of Accounting (continued):
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. As required by the FSP, 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.

On October 6, 2010, the Bank of America, N.A. Retirement Preservation Trust (formerly Merrill Lynch Retirement Preservation Trust) (the "Trust") approved a resolution to liquidate. As part of this liquidation, the Trust was converted from a stable value investment to a bond fund and affiliates of Bank of America, N.A. provided funding to enable the Trust to maintain a net asset value of $1.00 per share. The Trust terminated operations on February 28, 2011 and was fully liquidated on March 1, 2011. All Trust units were redeemed or exchanged at $1.00 per share.

Use of Estimates:
The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits, liabilities and changes therein, and disclosure of contingent assets and liabilities as of the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition:
The Plan's Custodian holds the Plan's investment assets and executes investment transactions for the Plan. All investments are stated at fair value except for common collective trust funds which are valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of common collective trust funds was based on discounting the related underlying cash flows of the guaranteed contracts based on current yields of similar investments with comparable durations.

The Retirement Preservation Trust holds short-term fixed income investments at December 31, 2010, that are stated at amortized cost, which approximates market value. Investments in regulated investment companies are valued at the net asset value per share/unit on the valuation date. Securities for which market quotations are not readily available, or have quotations which management believed is not appropriate, are valued at fair value as determined in good faith by the trustee. The Retirement Preservation Trust terminated on October 6, 2010.

The Invesco Stable Value Retirement Fund holds short-term fixed income investments at December 31, 2011, that are stated at amortized cost, which approximates market value. Investments in regulated investment companies are valued at the net asset value per share/unit on the valuation date. Securities for which market quotations are not readily available, or have quotations which management believed is not appropriate, are valued at fair value as determined in good faith by the trustee.

Investments in mutual funds and money market funds are determined based on quoted market prices. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Note 2. Significant Accounting Policies (continued):

ASC 820, Fair Value, formerly the *Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157)* provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. In general, fair value determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access. Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. There were no level 3 investments. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The Plan's investments measured at fair value on a recurring basis were as follows:

Investments Measured at Fair Value
At December 31, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance December 31, 2011
Investments			
Mutual Funds	$22,091,100	-	$22,091,100
Common/Collective Trust Fund			
Stable Value Fund (a)	-	$1,260,194	1,260,194
	$22,091,100	$1,260,194	$ 23,351,294

Investments Measured at Fair Value
At December 31, 2010

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance December 31, 2010
Investments			
Mutual Funds	$19,601,249	-	$19,601,249
Common/Collective Trust Fund			
Stable Value Fund (a)	-	$1,219,100	1,219,100
	$19,601,249	$1,219,100	$20,820,349

(a) This class invests primarily in fixed income securities, including, but not limited to, bonds, notes or other investments, such as government securities with the objective of providing income consistent with the preservation of capital and the maintenance of liquidity.

Note 2. Significant Accounting Policies (continued):

Payment of Benefits:
Benefits are recorded when paid.

Common/Collective Trust Fund Performance:
The average yield earned by the entire Invesco Stable Value Retirement Fund (irrespective of the interest rate credited to participants in the Fund) for the year ended December 31, 2011 and for the ML Retirement Preservation Trust in 2010 was 1.65% and .02%, respectively..

Administrative Costs:
The employer absorbs substantially all of the administrative costs of the Plan.

Subsequent Event Consideration:
The financial statements and related disclosures include evaluation up through and including September 12, 2012, which is the date the financial statements were issued.

Note 3. Risks and Uncertainties:

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

Note 4. Unaudited Investment Information:

The following table presents the investment information as of December 31st for the respective year-ends. The information was certified by Bank of America, N.A. Investments that represent 5% or more of the Plan's net assets at December 31st are as follows:

	2011	2010
Investments, at Fair Value		
Thornburg Inter Value FD A GM	$ -	$ 1,979,929
Blackrock Dividend A GM	1,575,153	1,507,360
Blackrock S&P 500 Index	1,884,397	1,708,343
American Funds Growth Fund of Amer R3	-	1,127,456
American Funds Growth Fund of Amer R3 GM	-	1,206,855
PIMCO Total Return Fund CL A GM **	-	1,246,555
Prudential Short Term Corporate Bond	1,439,885	-
Thornburg International Fund GM	2,241,930	-
Wells Fargo Advantage Growth GM	1,216,892	-
Bank of America, N.A. Retirement Preservation Trust Fund	-	1,122,503

** - Investment did not represent 5% or more of the Plan's net assets at the respective year-end.

Note 5. Tax Status:

The Plan has adopted the Merrill Lynch, Pierce Fenner & Smith, Inc., non-standardized prototype plan which has received a favorable opinion letter dated March 31, 2008 from the Internal Revenue Service. A separate determination letter for the sponsor's adoption of the Plan has not been obtained, however, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the U.S. require the Plan Administrator to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator believes there are no uncertain positions taken or expected to be taken as of December 31, 2011 and 2010. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6. Reconciliation of Financial Statements to Form 5500:

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

	2011	2010
Net assets available for benefits per the financial statements	$24,173,209	$21,610,245
Contributions receivable	43,401	36,709
Other receivable	43	43
Adjustment from fair value to contract value for common collective trust funds relating to fully benefit responsive investment contracts	6,332	
Net assets available for benefits per the Form 5500	$24,222,985	$21,646,997

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

	2011	2010
Increase in net assets available for benefits per the financial statements	$ 2,562,964	$ 5,070,882
Net change in employer's contributions	6,692	795,064
Change in the adjustment to contract value of common collective trusts	6,332	82,607
Increase in net assets available for benefits per the Form 5500	$ 2,575,988	$ 5,948,553

SUPPLEMENTAL SCHEDULE

AthletiCo, Ltd. Employees' Profit Sharing 401(k) Plan
Form 5500, Schedule H, Line 4i - Schedule of Assets Held at End of Year
December 31, 2011

E.I.N. 36-3771769 Plan Number 001

(a)(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
** Merrill Lynch Trust Company			
	Common/Collective Trust Funds:		
	Invesco Stable Value Retirement CL4	*	$ 1,194,116
	Invesco Stable Value Retirement CL4 GM	*	66,078
	Mutual Funds:		
	JP Morgan Government Bond FD A	*	294,909
	The Oakmark International FD CL II	*	666,193
	Prudential Jennison Natural RE	*	3,411
	Prudential Jennison Natural RE GM	*	464,520
	Perkins Mid Cap Value Fund CL A	*	423,383
	Perkins Mid Cap Value GM CL A	*	879,725
	Janus High Yield FD CL A	*	11,277
	Janus High Yield FD GM CL A	*	136,632
	DWS RREEF Real Estate Securities A	*	29,358
	DWS RREEF Real Estate Securities A GM	*	297,625
	Prudential Jennison Mid-Cap Growth A	*	475,173
	Prudential Jennison Mid-Cap Growth GM	*	528,566
	Wells Fargo Advantage Growth CL A	*	1,178,150
	Wells Fargo Advantage Growth CL A GM	*	1,216,892
	Invesco Van Kampen Equity & Income Fund A	*	498,170
	Delaware Inflation Protected Bond FD A	*	24,894
	Delaware Inflation Protected Bond FD A GM	*	267,756
	Principal Investors Mid	*	392,949
	Thornburg International Value R4	*	314,507
	Thornburg International Value R4 GM	*	2,241,930
	BlackRock Global Allocation A	*	473,334
	BlackRock Equity Dividend A	*	589,138
	BlackRock Equity Dividend A GM	*	1,575,153
	JP Morgan Small Cap Equity FD A	*	1,164,657
	JP Morgan Small Cap Equity A GM	*	289,954
	DWS Dreman Small Cap Value A	*	460,412
	DWS Dreman Small Cap Value A GM	*	485,864
	PIMCO Total Return Fund CL A	*	702,728
	PIMCO Total Return Fund CL A GM	*	791,623
	BlackRock S&P 500 Index FD CL 1	*	1,884,397
	Prudential Short Term Corp Bond FD A	*	22,647
	Prudential Short Term Corp Bond FD A	*	1,439,885
	Columbia Seligman Communication Fd A	*	243,140
	Franklin Managed Trust Rising	*	1,027,711
	Oppenheimer Global Opportunities FD A	*	594,435
			$ 23,351,294

* Cost information not required

** These transactions are executed by Bank of America Merrill Lynch Trust Company as custodian/record keeper on behalf of AthletiCo, Ltd. Employees' Profit Sharing 401(k) Plan and are considered party-in-interest transactions which are not prohibited by Erisa Section 406.

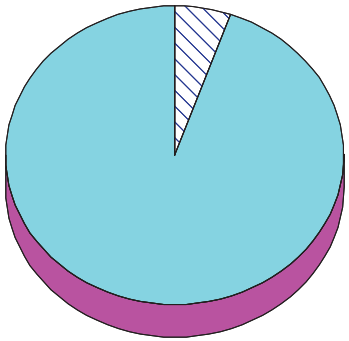
See independent auditors' report regarding supplemental information.

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2011 - 12/31/2011

ATHLETICO, LTD EMPLOYEE
PROFIT SHARING 401(K) PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 5.40% COMMON / COLLECTIVE TRUSTS
- 94.60% MUTUAL FUNDS
- 0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
COMMON / COLLECTIVE TRUSTS					
INVESCO STABLE VALUE RET CL 4	1,194,116.1100	1.000	1,194,116.11	1,194,116.11	5.11%
INVESCO STABLE VAL RET GM CL 4	66,078.2800	1.000	66,078.28	66,078.28	0.28%
TOTAL COMMON / COLLECTIVE TRUSTS			1,260,194.39	1,260,194.39	5.40%
MUTUAL FUNDS					
JPMORGAN GOVERNMENT BOND	25,533.2502	11.550	273,784.70	294,909.04	1.26%
THE OAKMARK INTL FD CL II	39,987.6002	16.660	745,183.87	666,193.42	2.85%
PRUDENTIAL JENNISON NATURAL RE	73.5839	46.350	3,432.72	3,410.61	0.01%
PRUDENTIAL JENNISON NATURAL RE	10,022.0121	46.350	427,384.04	464,520.26	1.99%
PERKINS MID CAP VALUE FD CL A	20,969.9239	20.190	451,753.76	423,382.76	1.81%
PERKINS MID CAP VALUE GM CL A	43,572.3086	20.190	959,800.50	879,724.91	3.77%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2011 - 12/31/2011

ATHLETICO, LTD EMPLOYEE
PROFIT SHARING 401(K) PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
JANUS HIGH YIELD FD CL A	1,291.7991	8.730	11,136.84	11,277.41	0.05%
JANUS HIGH YIELD FD GM CL A	15,650.8687	8.730	133,963.72	136,632.08	0.59%
DWS RREEF REAL ESTATE SEC A	1,544.3689	19.010	27,518.64	29,358.45	0.13%
DWS RREEF REAL ESTATE SEC A GM	15,656.2430	19.010	262,542.08	297,625.18	1.27%
PRUDENTIAL JENNISON MID-CAP A	17,098.7126	27.790	290,465.12	475,173.22	2.03%
PRUDENTIAL JENNISON MID-CAP GM	19,019.9912	27.790	400,842.57	528,565.56	2.26%
WELLS FARGO ADV GROWTH CL A	34,479.0706	34.170	1,190,092.05	1,178,149.84	5.05%
WELLS FARGO ADV GROWTH CL A GM	35,612.8752	34.170	1,158,157.96	1,216,891.95	5.21%
INVESCO VAN KAMPEN EQUITY FD A	59,876.2114	8.320	485,292.25	498,170.08	2.13%
DELAWARE INFLATION	2,317.8828	10.740	25,364.82	24,894.06	0.11%
DELAWARE INFLATION GM	24,930.7698	10.740	278,218.82	267,756.47	1.15%
PRINCIPAL INVESTORS MID	29,324.5388	13.400	399,856.31	392,948.82	1.68%
THORNBURG INTERNATIONAL	13,131.8244	23.950	320,863.69	314,507.19	1.35%
THORNBURG INTERNATIONAL GM	93,608.7866	23.950	2,284,539.92	2,241,930.44	9.60%
BLACKROCK GLOBAL ALLOC A	26,064.6349	18.160	470,711.88	473,333.77	2.03%
BLACKROCK EQ DIVIDEND A	32,459.3887	18.150	550,198.44	589,137.90	2.52%
BLACKROCK EQ DIVIDEND A GM	86,785.2864	18.150	1,451,250.47	1,575,152.95	6.75%
JPMORGAN SMALL CAP EQTY FD CLA	35,540.3566	32.770	1,075,068.29	1,164,657.49	4.99%
JPMORGAN SMALL CAP EQTY CLA GM	8,848.1537	32.770	256,621.90	289,954.00	1.24%
DWS DREMAN SMALL CAP VALUE A	14,236.6053	32.340	459,164.57	460,411.82	1.97%
DWS DREMAN SMALL CAP VALUE GM	15,023.6242	32.340	475,827.54	485,864.01	2.08%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2011 - 12/31/2011

ATHLETICO, LTD EMPLOYEE
PROFIT SHARING 401(K) PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
PIMCO TOTAL RETURN FUND CL A	64,648.4075	10.870	725,817.98	702,728.19	3.01%
PIMCO TOT RET FD CL A GM	72,826.4273	10.870	817,852.49	791,623.26	3.39%
BLACKROCK S&P500 INDEX I	122,682.0799	15.360	1,752,690.22	1,884,396.75	8.07%
PRUDENTIAL SHORT-TERM CORP	1,995.3052	11.350	22,557.40	22,646.71	0.10%
PRUDENTIAL SHORT-TERM CORP	126,862.1036	11.350	1,440,969.09	1,439,884.88	6.17%
COLUMBIA SELIGMAN COMM FD A	5,959.3183	40.800	207,392.05	243,140.19	1.04%
FRANKLIN MANAGED TRUST RISING	29,531.9321	34.800	1,016,192.40	1,027,711.24	4.40%
OPPENHEIMER GLOBAL OPPOR A	22,155.6034	26.830	614,070.37	594,434.84	2.55%
TOTAL MUTUAL FUNDS			21,466,579.47	22,091,099.75	94.60%
INVESTMENT TOTAL			22,726,773.86	23,351,294.14	100.00%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			43.47	43.47	0.00%
CASH			0.00	0.00	0.00%
TOTAL ASSETS			22,726,817.33	23,351,337.61	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades