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
JERRY LEIGH OF CALIFORNIA, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1998

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

JERRY LEIGH OF CALIFORNIA, INC.

7860 NELSON ROAD
VAN NUYS, CA 91402

2b Employer Identification Number (EIN) 95-3179026

2c Sponsor's telephone number 818-909-6200

2d Business code (see instructions) 315990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2012	ANNA FAIR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2012	ANNA FAIR
	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")
JERRY LEIGH OF CALIFORNIA, INC.

7860 NELSON ROAD
VAN NUYS, CA 91402

3b Administrator's EIN
95-3179026

3c Administrator's telephone number
818-909-6200

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**	314
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**	325
b	Retired or separated participants receiving benefits	**6b**	17
c	Other retired or separated participants entitled to future benefits	**6c**	72
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	414
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	414
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	404
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	70
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
JERRY LEIGH OF CALIFORNIA, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JERRY LEIGH OF CALIFORNIA, INC.

D Employer Identification Number (EIN)
95-3179026

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

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

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

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

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

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

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

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

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

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

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

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

(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)

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 52 60 62 25 49 72 37	RECORDKEEPER	4393	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
(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
JERRY LEIGH OF CALIFORNIA, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
95-3179026

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: INVESCO STABLE VALUE FUND

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

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)
84-1142974-001	C	835471

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)

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
JERRY LEIGH OF CALIFORNIA, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JERRY LEIGH OF CALIFORNIA, INC.

D Employer Identification Number (EIN)
95-3179026

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	178218	252536
(9) Value of interest in common/collective trusts	1c(9)	687186	835471
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4266257	4674832
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	5131661	5762839
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	5131661	5762839

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)	86251	
(B) Participants	2a(1)(B)	556884	
(C) Others (including rollovers)	2a(1)(C)	431029	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1074164
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	8850	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8850
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	128527	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		128527
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		9183
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-255056
c Other income	2c		1
d Total income. Add all **income** amounts in column (b) and enter total	2d		965669
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	293007	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		293007
f Corrective distributions (see instructions)	2f		12439
g Certain deemed distributions of participant loans (see instructions)	2g		24652
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	4393	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4393
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		334491
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		631178
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: SAXE ROTH DOKOVNA SCHWARTZ & LYNSKE (2) EIN: 95-4556927

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
JERRY LEIGH OF CALIFORNIA, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
JERRY LEIGH OF CALIFORNIA, INC.

D Employer Identification Number (EIN)
95-3179026

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): 20-3691658

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):

JERRY LEIGH OF CALIFORNIA, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Index to Financial Statements

	Page
Independent Auditors' Report	1
Statement of Net Assets Available for Benefits, as of December 31, 2011, and December 31, 2010	2
Statement of Changes in Net Assets Available for Benefits, for the Years Ended December 31, 2011, and December 31, 2010	3
Notes to Financial Statements	4 - 12
Supplemental Schedules	13 – 14

SAXE
ROTH
DOKOVNA
SCHWARTZ &
LYNSKEY, **CERTIFIED PUBLIC ACCOUNTANTS**

Noah T. Saxe, C.P.A.*
Frank M. Roth, C.P.A.*
Aran H. Dokovna, C.P.A.*
Mark R. Schwartz, C.P.A.*
Catherine A. Lynskey, C.P.A.*

To the Administrative Committee of:
Jerry Leigh of California, Inc.
401(K) Profit Sharing Plan

INDEPENDENT AUDITORS' REPORT

We were engaged to audit the statements of net assets available for benefits of Jerry Leigh of California, Inc. 401(K) Profit Sharing Plan as of December 31, 2011, and 2010, and the related statement of changes in net assets available for benefits for the years ended December 31, 2011 and 2010 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 Regulation 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 C, which was certified by Capital Bank & Trust, the custodians 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 custodians hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodians of the Plan as of and for the year ended December 31, 2011, and 2010 that the information provided to the plan administrator by the custodians 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 form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the custodians of the Plan, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule on page 14 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material aspects in relation to the basic financial statements taken as a whole.

Saxe, Roth, Dokovna, Schwartz & Lynskey

SAXE, ROTH, DOKOVNA, SCHWARTZ, & LYNSKEY
Certified Public Accountants

September 28, 2012

7120 Hayvenhurst Avenue Suite 409 Lake Balboa, California 91406 Tel: 818.782.5444 Fax: 818.782.7451 web: srdscpas.com

*An Accountancy Corporation

Jerry Leigh of California, Inc.
401(K) Profit Sharing Plan
Statement of Net Assets Available for Benefits
December 31, 2011 and 2010

	Dec. 31, 2011	Dec. 31, 2010
ASSETS		
Investments at fair value:		
Common/collective trust funds	$ 835,471	$ 687,186
Registered investment companies	4,674,832	4,266,257
Total Investments	5,510,303	4,953,443
Participant's notes receivable	252,536	178,218
Total Assets	5,762,839	5,131,661
LIABILITIES		
Total Liabilities	0	0
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,762,839	$ 5,131,661

See Accompanying Notes to Financial Statements

Jerry Leigh of California, Inc.
401(K) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2011, and 2010

	Jan. 1, 2011 to Dec. 31, 2011	Jan. 1, 2010 to Dec. 31, 2010
Additions to net assets attributed to:		
Net appreciation (depreciation) in fair value of investments	$ (245,872)	$ 372,906
Dividends and interest	128,527	161,875
Interest – participants' notes	8,850	4,918
Total investment income (loss)	(108,495)	539,699
Contributions		
Employer	86,251	59,163
Participants	556,884	483,297
Transfers (Rollovers)	431,029	16,339
Total contributions	1,074,164	558,799
Total additions	965,669	1,098,498
Deductions from net assets attributed to:		
Benefits paid to participants	293,007	466,451
Administrative expenses	4,393	706
Corrective distributions	12,439	4,793
Deemed distributions of loans	24,652	6,327
Total deductions	334,491	478,277
NET INCREASE IN ASSETS AVAILABLE FOR BENEFITS	631,178	620,221
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	5,131,661	4,511,440
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 5,762,839	$ 5,131,661

See Accompanying Notes to Financial Statements

Jerry Leigh of California, Inc.
401(K) Profit Sharing Plan
Notes to Financial Statements
December 31, 2011 and 2010

A. Description of the Plan

The following description of the Jerry Leigh of California, Inc. (the "Company") 401(K) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- **General.** The Plan is a defined contribution plan (i.e. a profit-sharing 401(K) plan) covering substantially all employees of Jerry Leigh of California, Inc., (the "Company") It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The plan is administered by the "Company" and assets of the Plan are held and invested by American Funds (custodian).

- **Eligibility.** Full-time employees of the Company who have three months of service and are twenty-one years or older are eligible to participate in the Plan.

- **Contributions.** Bi-weekly pre-tax contributions are made to the Plan by the employer at the election of the employee pursuant to a salary reduction agreement under section 401(K) of the Internal Revenue Code. Elective deferrals may commence or be modified as of January 1, April 1, July 1, and October 1, and may be terminated at any time. In conjunction with the elective deferrals, the employer may make matching contributions to the Plan in the amount of 25% of the portion of the participant's salary reduction which does not exceed 4% of the participant's annual compensation. The employer is also permitted to make an annual discretionary matching contribution at the option of the Company's board of directors.

- **Participant Accounts**. Each participant's account is credited with participant's elective deferral contribution, employer matching contribution, and allocation of (a) the employer's discretionary contribution, and (b) Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

- **Vesting**. Participants are 100% immediately vested in their elective deferral contributions and actual earning thereon. The vested and non-forfeitable interest in a Participant's employer account and matching account is determined by a vesting schedule in the plan documents.

- **Notes Receivable - Participant Loans.** Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or one-half of the sum of the vested and non-forfeitable interest in his/her accounts. Multiple loans are permitted. These notes are reported at their principal balance plus unpaid interest.

- **Forfeitures Allocation.** Upon termination of employment, the unvested portion of a participant's employer matching, and employer non-elective contributions is forfeited. Forfeitures are first used to pay Plan expenses for the year in which the forfeitures occur. Any remaining forfeitures are used to reduce Employer Matching and Employer Non-elective Contributions.

- **Payment of Benefits**. On termination of service, if the account balance is less than $5,000, a participant may elect to receive his vested account balance in a lump sum payment. If his vested account balance is equal to or greater than $5,000, a participant may elect the same options as above, or leave his vested account balance in the plan until his attainment of normal retirement age (65). Participants who are still employed, can elect to receive pre-retirement distributions upon reaching the age of 59 ½. Upon the death of a participant prior to receiving any benefits, his beneficiary will receive the full account balance in the form of a lump-sum payment.

  Hardship distributions are permitted as per Section 2.5.6 of the Plan Documents.

- **Administrative Expenses.** The Company pays substantially all expenses associated with the administration and operation of the Plan. Fees associated with investment transactions, distributions, and loans are paid by participants.

B. Summary of Accounting Policies

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

- **Use of Estimates.** The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator 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 the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

- **Concentration of Credit Risk.** At December 31, 2011 substantially all the plan assets (including cash equivalents) were invested with American Funds. These investments are not FDIC insured.

- **Risks and Uncertainties.** The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risks 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 the participants' account balances and the amounts reported in the statement of net assets available for benefits.

- **Cash and Cash Equivalents.** Cash and cash equivalents include cash on hand and on deposit and highly liquid debt instruments with original maturities of three months or less.

- **Investment Valuation and Income Recognition.** In 2005, the Plan entered into an investment contract with American Funds. American Funds maintains the contributions in Common Trust accounts and Mutual Funds. Availability of account investment types is determined by the terms of the contract. The accounts are credited with the earnings on the underlying investments net of American's Funds management fees and charges for participant withdrawals. All expenses incurred by American Funds in acquiring the investments for these accounts are deducted from assets of the accounts before unit values are established. Administrative fees are paid by Jerry Leigh of California, Inc. The contract is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals) because it is fully benefit-responsive. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2011 and December 31, 2010 was $ 5,762,839 and $ 5,131,661 respectively.

C. Investments

- **Fair Value Measurements.** The plan 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 Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2011	**Fair Value**	**Level 1**	**Level 2**	**Level 3**
Common Trust Funds	$ 835,471	$ -	$ 835,471	$ -
Mutual Funds	4,674,832	4,674,832	-	-
	$ 5,510,303	4,674,832	$ 835,471	$ -
December 31, 2010				
Common Trust Funds	$ 687,186	$ -	$ 687,186	$ -
Mutual Funds	4,266,257	4,266,257	-	
	$ 4,953,443	$ 4,266,257	$ 687,186	$ -

SFAS No. 157, Fair Value Measurements, established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consists of unadjusted quoted prices in active markets for identical assets and have the highest priority; Level 2 inputs are based on inputs other than quoted prices included within Level 1 that are observable for valuing the asset or liability, either directly or indirectly. Observable inputs include quoted prices for similar assets or liabilities in active or non-active markets; and Level 3 inputs have the lowest priority. 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 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements: Mutual Funds are investments pooled in different investment funds on a participation basis. Mutual Funds are valued on a daily basis from prices generally obtained from a file feed from the National Securities Clearing Corporation, and/or directly from the fund house, or a secondary pricing source, such as Interactive Data Corporation (IDC).

Level 2 Fair Value Measurements: Common Trust Funds are investments in Stable Value Fund that offer a highly diversified portfolio of investments. Stable Value Funds typically provide returns slightly in excess of an FDIC-insured money market account. Share prices are generally obtained directly from the fund house or other investment provider.

C. **Investments - Continued**

- **Level 3 Fair Value Measurements:** The Plan does not have assets that fall under this category.

The Plan's investments are held in an investment contract with American Funds. Participants can direct their account balances to be placed in one to 50 types of investment contracts (one of which is a money market fund), in at least 1% increments, adjustable. These funds span a range of financial objectives from current income to aggressive growth. Fund assets are invested in an allocated mix of fixed-income and equity securities. The following table presents the fair values of the investments at both 2011, and 2010 respectively. The following information in the accompanying financial statements and supplemental schedule was obtained from data that has been certified to as complete and accurate by the custodians of the funds.

VALUE OF INVESTMENTS

	December 31, 2011	December 31, 2010
Am Funds AMCAP Fund R3	$ 225,730	$ 204,641
Am Funds EuroPacific Growth Fd R3	121,328	181,432
Am Funds Growth Fund of Amer R3	168,412	172,132
Columbia Small Cap Growth IZ	136,539	171,080
Columbia Small Cap Value I Fund - A	184,501	227,159
Federated Mid Cap Index ISS	335,498	382,494
Am Funds Am Mutual Fund R3	102,463	94,355
Am Funds Capital World Gr & Inc R3	160,437	187,727
Am Funds Fundamental Investors R3	94,489	123,083
Am Funds Income Fund of Amer R3	0	0
PIMCO Total Return – A	773,955	401,690
INVESCO Stable Value Fund	833,953	681,363
Am Funds 2010 Target Date Fund R3	28,000	22,625
Am Funds 2015 Target Date Fund R3	217,625	106,649
Am Funds 2020 Target Date Fund R3	264,313	489,746
Am Funds 2025 Target Date Fund R3	549,230	403,877
Am Funds 2030 Target Date Fund R3	379,555	342,110
Am Funds 2035 Target Date Fund R3	367,196	300,768
Am Funds 2040 Target Date Fund R3	355,090	293,580
Am Funds 2045 Target Date Fund R3	130,653	105,688
Am Funds 2050 Target Date Fund R3	78,424	55,421
Am Funds 2055 Target Date Fund R3	1,394	0
Asset Holding Account	1,518	5,823
Notes Receivable - participants	252,536	178,218
	$ 5,762,839	$ 5,131,661

C. Investments (continued)

2011 INVESTMENT FUND ACTIVITY AND PERFORMANCE

Fund Type	Opening Balance Jan. 1, 2011	Contributions and Rollovers	Net Investment Gain (Loss)	Administrative Expenses	Benefit Pmts. Corrective Dist. and Loan Withdrawals	Ending Balance Dec. 31, 2011
Am Funds AMCAP Fund R3	$ 204,641	$ 22,255	$ (1,070)	$ (92)	$ (4)	$ 225,730
Am Funds EuroPacific Growth Fd R3	181,432	34,976	(27,243)	(4)	(67,833)	121,328
Am Funds Growth Fund of Amer R3	172,132	18,411	(9,235)	(24)	(12,872)	168,412
Columbia Small Cap Growth IZ	171,080	17,125	(8,545)	(2)	(43,119)	136,539
Columbia Small Cap Value I Fund - A	227,159	34,359	(19,524)	(5)	(57,488)	184,501
Federated Mid Cap Index ISS	382,494	44,053	(16,345)	(20)	(74,684)	335,498
Am Funds Am Mutual Fund R3	94,355	22,765	2,763	(9)	(17,411)	102,463
Am Funds Capital World Gr & Inc R3	187,727	23,723	(14,739)	(5)	(36,269)	160,437
Am Funds Fundamental Investors R3	123,083	23,880	(6,227)	(3)	(46,244)	94,489
PIMCO Total Return – A	401,690	49,032	17,932	(29)	305,330	773,955
INVESCO Stable Value Fund	681,363	75,817	9,153	(333)	67,953	833,953
Am Funds 2010 Target Date Fund R3	22,625	6,596	781	(13)	(1,989)	28,000
Am Funds 2015 Target Date Fund R3	106,649	14,197	6,847	0	89,932	217,625
Am Funds 2020 Target Date Fund R3	489,746	95,123	10,182	(75)	(330,663)	264,313
Am Funds 2025 Target Date Fund R3	403,877	243,397	(19,526)	(118)	(78,400)	549,230
Am Funds 2030 Target Date Fund R3	342,110	127,872	(13,930)	(129)	(76,368)	379,555
Am Funds 2035 Target Date Fund R3	300,768	156,076	(13,446)	(64)	(76,138)	367,196
Am Funds 2040 Target Date Fund R3	293,580	87,855	(10,453)	(119)	(15,773)	355,090
Am Funds 2045 Target Date Fund R3	105,688	43,688	(2,425)	0	(16,298)	130,653
Am Funds 2050 Target Date Fund R3	55,421	26,383	(2,348)	(31)	(1,001)	78,424
Am Funds 2055 Target Date Fund R3	0	1,372	22	0	0	1,394
	4,947,620	1,168,955	(117,376)	(1,075)	(489,339)	5,508,785
Asset Holding Account	5,823	(8,065)	30	(3,318)	7,048	1,518
Notes Receivable - participants	178,218	(86,726)	8,851	0	152,193	252,536
	$ 5,131,661	$ 1,074,164	$ (108,495)	$ (4,393)	$ (330,098)	$ 5,762,839

C. **Investments (continued)**

RECONCILIATION OF 2011 INVESTMENT FUND ACTIVITY AND PERFORMANCE TO 2010 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	2011 Investment Fund Activity	Plus: Dec. 31, 2011 Accruals	Less: Dec. 31, 2010 Accruals	2011 Changes in Net Assets
Plan contributions and transfers	$ 1,074,164	0	0	$ 1,074,164
Total investment (loss)	(108,495)	0	0	(108,495)
Plan distributions and expenses	(334,491)	0	0	(334,491)
2011 total activity	$ 631,178	0	0	631,178
Investments at Fair value, beginning of year				5,131,661
Investments at Fair value, End of year				$ 5,762,839

C. Investments (continued)

During the Plan year ended December 31, 2011, the Plan's total investment loss was $ (108,495). Investments, (including investments bought, sold, and held during the year) depreciated in value by $ (255,055) while interest and dividend income amount to $ 146,560 as follows:

Fund	Net Change in Fair Value Year Ended December 31, 2011	2011 Dividends and Interest	2011 Total Investment Income
Am Funds AMCAP Fund R3	$ (1,310)	$ 240	$ (1,070)
Am Funds EuroPacific Growth R3	(28,912)	1,669	(27,243)
Am Funds Growth Fund of Amer R3	(9,864)	629	(9,235)
Columbia Small Cap Growth IZ	(21,514)	12,969	(8,545)
Columbia Small Cap Value I Fund – A	(32,070)	12,546	(19,524)
Federated Mid Cap Index ISS	(33,850)	17,505	(16,345)
Am Funds Am Mutual Fund R3	426	2,337	2,763
Am Funds Capital World Gr & Inc R3	(19,383)	4,644	(14,739)
Am Funds Fundamental Investor R3	(7,733)	1,506	(6,227)
PIMCO Total Return – A	(3,747)	21,679	17,932
INVESCO Stable Value Fund	0	9,153	9,153
Am Funds 2010 Target Date Fund R3	(433)	1,214	781
Am Funds 2015 Target Date Fund R3	239	6,608	6,847
Am Funds 2020 Target Date Fund R3	3,437	6,745	10,182
Am Funds 2025 Target Date Fund R3	(32,466)	12,940	(19,526)
Am Funds 2030 Target Date Fund R3	(21,801)	7,871	(13,930)
Am Funds 2035 Target Date Fund R3	(20,522)	7,076	(13,446)
Am Funds 2040 Target Date Fund R3	(17,017)	6,564	(10,453)
Am Funds 2045 Target Date Fund R3	(4,727)	2,302	(2,425)
Am Funds 2050 Target Date Fund R3	(3,791)	1,443	(2,348)
Am Funds 2055 Target Date Fund R3	(17)	39	22
Asset Holding Account	0	30	30
Notes Receivable - participants	0	8,851	8,851
	$ (255,055)	$ 146,560	$ (108,495)

D. Related Party Transactions

Certain plan investments and Insurance Annuities are funds managed by American Funds. American Funds is both a fiduciary, as defined by ERISA, Title 1, Section 3(21), and Investment Custodian and therefore qualify as party-in-interest transactions. Investment management and 12b-1 broker fees generally total approximately 1% of net mutual fund assets and are deducted prior to the determination of fund net asset values. Fees for accounting and administration are paid to American Funds, Inc. and are borne by the employer (not the Plan), and amounted to $16,063for the year ended December 31, 2011.

E. Insurance

The Plan is currently covered under a fiduciary bonding arrangement with Zurich American Insurance Co. The limit of the insurance policy is $1,000,000. The cost of the insurance premium is $438.00 per year, and is borne by the employer, not the Plan.

F. 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 of ERISA. Upon termination of the Plan or upon the complete discontinuance of contributions under the Plan, all participants shall have a 100% non-forfeitable interest in their accounts. Upon termination of the Plan (without establishment of another defined contribution plan, as defined), the Company shall direct the custodian to distribute the assets remaining in the trust, after payment of any expenses properly chargeable thereto, to participants and beneficiaries affected by the termination in proportion to their respective account balances.

G. Tax Status

The Trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the trust's net investment income is exempt from income taxes. The plan has received a favorable tax determination letter from the Internal Revenue Service on June 24, 1998, stating that the plan meets the requirement of section 401(K) of the Internal Revenue Code, and the Company believes that the Plan continues to qualify and to operate as designed.

H. Information Prepared and Certified by Custodian

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the Plan custodian.

	2011	2010
Assets Held For Investment Purposes at December 31.	$ 5,762,839	$ 5,131,661
Investment income (Loss)	$ (117,345)	$ 533,781
Interest income – participants' notes	$ 8,850	$ 4,918

I. Subsequent Events

In Accordance with ASC Topic 855, Subsequent Events, the Plan has evaluated subsequent events through September 28, 2012, which is the date these financial statements were issued. All subsequent events requiring recognition as of December 31, 2011 have been incorporated into these financial statements and there are no subsequent events that require disclosure.

JERRY LEIGH OF CALIFORNIA, INC.
401(K) Profit Sharing Plan

SUPPLEMENTAL SCHEDULE

YEAR ENDED

DECEMBER 31, 2011

Jerry Leigh of California, Inc.
401(K) Profit Sharing Plan
Schedule of Assets Held for Investment Purposes
December 31, 2011

EIN: 95-3179026
PN: 002

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost of Assets	Current Value
American Funds	Am Funds AMCAP Fund R3	$ 213,644	$ 225,730
American Funds	Am Funds Euro Pacific Growth Fund R3	139,600	121,328
American Funds	Am Funds Growth Fund of America R3	168,822	168,412
American Funds	Columbia Small Cap Growth I Z	113,739	136,539
American Funds	Columbia Small Cap Value I Fund - A	191,797	184,501
American Funds	Federated Mid Cap Index IS	334,220	335,498
American Funds	Am Funds American Mutual Fund R3	97,192	102,463
American Funds	Am Funds Capital World Gr & Inc R3	194,198	160,437
American Funds	Am Funds Fundamental Investors R3	98,980	94,489
American Funds	PIMCO Total Return - A	771,619	773,955
American Funds	INVESCO Stable Value Fund	833,953	833,953
American Funds	Am Funds 2010 Target Date Fund R3	27,105	28,000
American Funds	Am Funds 2015 Target Date Fund R3	217,699	217,625
American Funds	Am Funds 2020 Target Date Fund R3	270,961	264,313
American Funds	Am Funds 2025 Target Date Fund R3	567,822	549,230
American Funds	Am Funds 2030 Target Date Fund R3	369,199	379,555
American Funds	Am Funds 2035 Target Date Fund R3	372,433	367,196
American Funds	Am Funds 2040 Target Date Fund R3	344,058	355,090
American Funds	Am Funds 2045 Target Date Fund R3	126,231	130,653
American Funds	Am Funds 2050 Target Date Fund R3	75,370	78,424
American Funds	Am Funds 2055 Target Date Fund R3	1,411	1,394
	Notes Receivable – participants' – Rates 4 ¼% - 8 ½%	251,848	252,536
	Asset Holdings Account	1,518	1,518

ASSETS HELD FOR INVESTMENT PURPOSES

Jerry Leigh of California, Inc. 401(k) Profit Sharing Plan
01-JAN-11 to 31-DEC-11

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1RAFCX			213,643.76	225,729.36
1RERCX			139,599.75	121,328.54
1RGACX			168,822.04	168,412.31
1CMSCX			113,739.21	136,539.34
1CSMIX			191,797.34	184,501.43
1FMDCX			334,220.00	335,497.74
1RMFCX			97,191.99	102,462.84
1RWICX			194,197.78	160,436.90
1RFNCX			98,980.51	94,489.12
1PTTAX			771,618.53	773,954.69
1IVA105			833,953.11	833,953.09
1RCATX			27,105.40	28,000.15
1RCJTX			217,698.57	217,624.72
1RCCTX			270,960.52	264,313.01
1RCDTX			567,821.91	549,229.79
1RCETX			369,199.16	379,555.55
1RCFTX			372,433.10	367,195.65
1RCKTX			344,058.22	355,089.83
1RCHTX			126,231.43	130,652.90
1RCITX			75,370.45	78,424.45
1RCMTX			1,410.58	1,393.62
			5,530,053.36	**5,508,785.03**
PARTICIPANT LOANS	VARIOUS	4.250-8.500	251,848.47	252,536.04
FORFEITURES			1,518.20	1,518.20

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 953179026

ASSETS HELD FOR INVESTMENT PURPOSES

Jerry Leigh of California, Inc. 401(k) Profit Sharing Plan
01-JAN-11 to 31-DEC-11

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1RAFCX	American Funds AMCAP Fund R3
1RGACX	American Funds Growth Fund of America R3
1CSMIX	Columbia Small Cap Value I Fund - A
1RMFCX	American Funds American Mutual Fund R3
1RFNCX	American Funds Fundamental Investors R3
1IVA105	INVESCO Stable Value Fund
1RCJTX	American Funds 2015 Target Date Fund R3
1RCDTX	American Funds 2025 Target Date Fund R3
1RCFTX	American Funds 2035 Target Date Fund R3
1RCHTX	American Funds 2045 Target Date Fund R3
1RCMTX	American Funds 2055 Target Date Fund R3
1RERCX	American Funds EuroPacific Growth Fd R3
1CMSCX	Columbia Small Cap Growth I Z
1FMDCX	Federated Mid Cap Index SS
1RWICX	American Funds Capital World Gr & Inc R3
1PTTAX	PIMCO Total Return - A
1RCATX	American Funds 2010 Target Date Fund R3
1RCCTX	American Funds 2020 Target Date Fund R3
1RCETX	American Funds 2030 Target Date Fund R3
1RCKTX	American Funds 2040 Target Date Fund R3
1RCITX	American Funds 2050 Target Date Fund R3

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year