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 01/01/2008 and ending 12/31/2008

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MAXX PROPERTIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

JRD MAXX PROPERTIES

600 MAMARONECK AVENUE
HARRISON, NY 10528

2b Employer Identification Number (EIN) 13-3446651

2c Sponsor's telephone number 914-899-8013

2d Business code (see instructions) 531110

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.	10/13/2012	MARC SAMPLIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2012	MARC SAMPLIN
	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")
JRD MAXX PROPERTIES

600 MAMARONECK AVENUE
HARRISON, NY 10528

3b Administrator's EIN
13-3446651

3c Administrator's telephone number

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**	161
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**	313
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	42
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	355
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	355
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	132
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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 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)		**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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 01/01/2008 and ending 12/31/2008

A Name of plan
MAXX PROPERTIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JRD MAXX PROPERTIES

D Employer Identification Number (EIN)
13-3446651

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: SSGA S&P 500 INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
04-0025081-065	C	69003

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA LARGE CAP CORE EQUITY

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
04-0025081-082	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL 2000 INDEX STRAT

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
04-0025081-084	C	11981

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 400 MIDCAP INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
04-0025081-089	C	64375

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA MSCI EAFE INDEX STRATEGY

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
04-0025081-462	C	22926

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA STABLE VALUE FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
04-2675543-001	C	505330

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
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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

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 01/01/2008 and ending 12/31/2008

A Name of plan
MAXX PROPERTIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JRD MAXX PROPERTIES

D Employer Identification Number (EIN)
13-3446651

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)	40161	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	46170	36519
(9) Value of interest in common/collective trusts	1c(9)	0	673616
(10) Value of interest in pooled separate accounts	1c(10)	2560064	0
(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)	0	1546775
(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	2646395	2256910
	Liabilities			
g	Benefit claims payable	1g	12310	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	12310	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2634085	2256910

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)	65395	
	(B) Participants	2a(1)(B)	331600	
	(C) Others (including rollovers)	2a(1)(C)	3580	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		400575
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)	3446	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3446
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-79481
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-846898
(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)		-262334
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-784692
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	190395	
(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)		190395
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4357	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4357
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		194752
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-979444
l Transfers of assets:			
(1) To this plan	2l(1)		602269
(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: ANCHIN, BLOCK & ANCHIN, LLP (2) EIN: 13-0436940

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		61000
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 01/01/2008 and ending 12/31/2008

A Name of plan
MAXX PROPERTIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JRD MAXX PROPERTIES

D Employer Identification Number (EIN)
13-3446651

Part I Distributions

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

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

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

EIN(s): 57-1198022

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** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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):

MAXX PROPERTIES 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2008

MAXX PROPERTIES 401(k) PLAN

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DECEMBER 31, 2008

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ANCHIN

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INDEPENDENT AUDITORS' REPORT

To Maxx Properties 401(K) Plan:

We were engaged to audit the financial statements and the supplemental schedules of Maxx Properties 401(k) Plan (formerly Maxx Properties 401(k) Profit Sharing Plan) (the "Plan") as of December 31, 2008 and 2007 and for the year ended December 31, 2008, as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 6, which was certified by Guardian Insurance and Annuity Company, Inc. and State Street Bank and Trust Company, 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 State Street Bank and Trust Company held Plan's investment assets from January 1, 2008 to December 31, 2008 and that Guardian Insurance and Annuity Company, Inc. also held the Plan's investments as of December 31, 2007 and for the period January 1, 2008 to October 31, 2008. The Plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2008 and 2007, 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 form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

New York, New York
October 11, 2012

Anchin, Block & Anchin LLP

MAXX PROPERTIES 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31,	
	2008	2007
Investments at fair value:		
Contract with Insurance Company:		
Pooled separate accounts	**$ -**	$ 2,484,217
Guaranteed investment account	**-**	75,847
Mutual funds	**1,546,775**	-
Common collective trusts	**676,028**	-
Participant loans	**36,519**	46,170
Total Investments at fair value	**2,259,322**	2,606,234
Receivables:		
Employer contributions, Net	**10,963**	40,161
Interest Receivable	**559**	-
Total Assets	**2,270,844**	2,646,395
Excess Contributions due to Participants	**-**	12,310
Net Assets Available for Plan Benefits at Fair Value	**2,270,844**	2,634,085
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(2,412)**	-
Net Assets Available for Plan Benefits	**$ 2,268,432**	$ 2,634,085

See accompanying Notes to the Financial Statements.

MAXX PROPERTIES 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2008

Additions to Net Assets Attributed to:		
Investment Income:		
Interest income on participant loans		**$ 3,446**
Contributions:		
Participants	**$ 331,600**	
Employer	**65,395**	
Corrective Contributions	**11,522**	
Rollover	**3,580**	
Total Contributions		**412,097**
Total Additions		**415,543**
Deductions from Net Assets Attributed to:		
Net depreciation in fair value of investments	**1,188,713**	
Benefits paid to participants	**190,395**	
Other expense	**4,357**	
Total Deductions		**1,383,465**
Transfer in from WWG, Inc. 401(k) Plan		**602,269**
Net Decrease in Net Assets Available for Plan Benefits		**(365,653)**
Net Assets Available for Plan Benefits:		
Beginning of year		**2,634,085**
End of year		**$ 2,268,432**

See accompanying Notes to the Financial Statements.

MAXX PROPERTIES 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Maxx Properties 401(k) Plan (the "Plan") *(formerly "Maxx Properties 401(k) Profit Sharing Plan")* provides only general information. Participants should refer to the Plan document and other publications previously distributed to them for a more complete description of the Plan's provisions.

(a) General

The Plan, established January 1, 1995 is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective January 1, 2008, the Plan was renamed Maxx Properties 401(k) Plan which adopted a prototype 401(k) and profit sharing plan provided by ADP Retirement Services (ADP) with State Street Bank and Trust Company ("State Street") as custodian. On the same date, the assets from WWG, Inc. 401(k) Plan amounting to $602,269 were transferred into the Plan in accordance with the provisions of ERISA. Legal custody of the assets is deemed to have been transferred to the Plan on the date of the transfer of the assets. On October 31, 2008, the Plan changed custodians and transferred the assets to State Street from Guardian Insurance and Annuity Company, Inc ("Guardian").

The Plan covers all non-union employees of JRD Maxx Properties ("MAXX") who have six months of service to participate in the Plan on the first day of the month following completion of the eligibility requirements.

(b) Contributions

Participant Contributions

If participants elect, they can contribute into their account on a pretax basis no less than 1% nor more than 15%, increased to 40% of their annual compensation subject to Internal Revenue Code limitations. Participants who have attained age 50 before the end of the plan period are eligible to make catch-up contributions.

Employer Contributions

MAXX contributes to the Plan an amount equal to 40% on the first 15% of the Participant's eligible earnings, limited to $1,250 per year. Additional amounts may be contributed at the discretion of the Employer. The Employer contributed $65,395 for the year ended December 31, 2008.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) MAXX's matching and discretionary contributions, and (b) the participant's share of realized and unrealized earnings (loss) on both employer and employee contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in each participant's employer matching accounts is based on years of service. A participant is 100% vested after six years. If a participant becomes permanently disabled, or in the event of death, the participant becomes fully vested.

(e) Participant Loans

Participants may borrow from their accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan repayment terms range from one to five years, although a longer repayment period is allowed if loan proceeds are used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 6.0% to 10.25% which are commensurate with local prevailing rates at the time of the loan application to the Plan Administrator. Principal and interest is paid through bi-weekly payroll deductions.

(f) Forfeitures

There were no forfeited nonvested accounts at December 31, 2008. At December 31, 2007, forfeited nonvested accounts totaled $5,352. The Plan allows the amounts forfeited to pay the Plan administrative expenses, reduce future employer contributions or restore previously forfeited amounts. Also, in 2008 employer contributions were reduced by $7,363 from forfeited nonvested accounts.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

(g) Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, participants can elect to have their benefits which total in excess of $5,000 distributed by a direct rollover, in one lump sum payment or in designated sums over time, as elected by the participants. Benefits less than $5,000, as elected by the participant, are payable in either one lump sum or by a direct rollover. If the participant does not elect and the vested balance is greater than $1,000, then the Plan administrator shall pay the distribution in a direct rollover to an individual retirement plan designated by the Plan administrator.

Active participants who have attained age 59-1/2 may withdraw any portion of their vested account from the Plan. Participants may also withdraw any portion of their rollover contribution in the Plan at any time and any age. In the event of a financial hardship, participants may withdraw a portion of their employee contributions and the vested portion of their matching contributions or non elective contributions.

(h) Investment Options

Upon enrollment in the Plan, participants direct their contribution as well as employer contributions in investment accounts maintained by State Street.

Participants may change their investment options at any time.

(i) Administrative Expenses

Certain administrative expenses of the Plan are paid by the Sponsor without charge to the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Fully Benefit-Responsive Investment Contracts

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 (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 plan benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in a common collective trust ("CCT") that holds fully benefit-responsive investment contracts. As required by the FSP, the statement of net assets available for plan benefits presents the fair value of investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for plan benefits is prepared on a contract value basis.

(c) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 8 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Investment and interest income is recorded on an accrual basis.

(d) Use of Estimates

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

(e) Payment of Benefits

Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Income Taxes

No provision for income taxes has been made as the Plan is qualified as a nontaxable entity under applicable sections of the Internal Revenue Code, pursuant to a determination letter from the Internal Revenue Service.

The Plan has elected to defer the application of Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), an interpretation of FASB Statement No. 109, *Accounting for Income Taxes* (FASB 109), as permitted by FASB Staff Position FIN 48-3. FIN 48 is effective for the Plan's annual financial statements in fiscal years beginning after December 15, 2008. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in financial statements in accordance with FASB 109.

The determination of uncertain tax positions, including tax status, for these financial statements prior to the implementation of FIN 48 uses information about the tax exempt status contained in the determination letter received by the Plan from the Internal Revenue Service as well as advice and interpretation from the Plan's tax counsel and plan administrator. The tax positions, including tax status, may be subject to change as a result of an examination by the Internal Revenue Service or Department of Labor, which has not been considered in the determination of the Plan's tax assets or liabilities included in these financial statements. The technical merits of the Plan's tax positions, including tax status, are derived from sources of authorities in the tax law (legislation and statutes, legislative intent, regulations, rulings, and case law) and their applicability to the facts and circumstances of the tax positions, including tax status.

NOTE 3 - INVESTMENTS (UNAUDITED)

Investments that represent 5% or more of the Plan's net assets available for plan benefits are as follows:

	December 31, 2008	2007
Mutual Funds:		
Neuberger Berman Partners Fund	**$ 451,375**	$ -
Van Kampen Equity & Income Fund	**164,264**	-
Black Rock Small Cap Growth Equity Fund	**139,897**	-
Janus Advisory International Growth Fund	**129,170**	-
Janus Forty Fund	**123,778**	-
MFS Value Fund	**114,782**	-
Common Collective Trusts		
SSGA Stable Value Fund	**505,330 ***	-

	December 31, 2008	2007
Pooled Separate Accounts:		
RS Core Equity Fund	**$ -**	$ 369,608
RS Emerging Markets Fund	**-**	213,940
RS Asset Allocation Fund	**-**	213,659
AIM Basic Balanced Fund	**-**	176,626
RS International Growth Fund	**-**	169,047
American Century Real Estate Fund	**-**	141,778

* This amount represents contract value for this investment

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their employer contributions.

NOTE 5 - TAX STATUS

On October 1, 2008, MAXX adopted prototype plan sponsored by ADP, Inc ("ADP"). No provision for income taxes has been made as the Plan is qualified as a nontaxable entity under applicable sections of the Internal Revenue Code (IRC), pursuant to a determination letter from the Internal Revenue Service.

NOTE 5 - TAX STATUS (CONTINUED)

The Internal Revenue Service has determined and informed ADP, by a letter dated March 31, 2008, that the prototype plan adopted by the Plan is designed in accordance with the applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and is tax-exempt.

MAXX is 100% owned by an individual. WWG Inc., a company in the same line of business as MAXX, is owned 100% by a son of the individual owner of MAXX.

In 2009, certain errors were identified in the administration of the Plan, relating to a purported merger of the Plan and WWG, Inc. 401(k) Plan ("WWG"). All the employees of WWG were reassigned to MAXX effective January 1, 2008. Both before and after the reassignment of the employees, WWG and MAXX were distinct and separate companies and were not part of the same controlled group or affiliated service group as defined in Sections 414(b), (c) and (m) of the Internal Revenue Code. The reassigned employees were allowed to continue participating in the WWG Plan until a purported merger of the plans effective November 1, 2008. These transactions created the following issues with the Plan and WWG:

Issue #1 - WWG improperly permitted participation of MAXX employees: The reassigned employees were improperly permitted to continue participation in the WWG Plan through October 31, 2008 even though they were employees of MAXX effective January 1, 2008.

Issue #2 – Inappropriate merger of plans: Because the plans were not sponsored by members in the same controlled group, they should not have been merged.

The Plan's sponsor believes that the above issues resulted in errors in the administration of the Plan. There were several participants that did not receive the correct amount of employer matching contributions, as defined in the Plan document for the year ending December 31, 2008. Therefore corrective contributions receivable, including interest in the amount of $11,552 has been recorded at December 31, 2008. In July and August 2012, MAXX made corrective contributions to all affected current and former Plan participants in the amount of $13,602 which included interest through that period.

NOTE 5 - TAX STATUS (CONTINUED)

Additionally during 2008, there were several participants that received an excess of employer matching contributions to the Plan totaling $10,130. On September 27, 2011, this amount was forfeited from the participants' account balances and will be used to reduce 2012 employer contributions.

On October 4, 2010, MAXX's legal counsel filed a Voluntary Correction Program ("VCP") submission under the Employee Plans Compliance Resolution System ("EPCRS") with the Internal Revenue Service on the Employer's behalf pursuant to Rev. Proc. 2008-50 reflecting the intent to correct the errors upon receipt of the Internal Revenue Service's approval of the MAXX's proposed correction methods. The corrective contributions to the Plan, in addition to the adjustment for corrective contributions to former participants have been included in the accompanying financial statements to the extent they affect the Plan.

MAXX received a compliance statement from the IRS dated April 12, 2012 which concluded that the proposed methods of correction were appropriate and the IRS will not pursue disqualifying the Plan as a result of these errors. In September 2012, the WWG Plan was officially terminated as of January 1, 2008. The Plan was amended in order to permit participation of reassigned employees from WWG as of January 1, 2008 and provide those employees a matching contribution on a payroll basis through October 31, 2008 at the rate of 40% of the first 15% of deferred compensation not to exceed $1,250.

The corrective contributions to the Plan, in addition to the adjustment for corrective contributions to former participants have been included in the accompanying financial statements to the extent they affect the Plan.

NOTE 6 - UNAUDITED INFORMATION

Guardian, custodian of the Plan for the period January 1, 2008 to October 31, 2008 and State Street, also a custodian of the Plan for the period January 1, 2008 to December 31, 2008, holds the Plan's investment assets and executes transactions thereon. Financial information relating to those assets is included in the accompanying financial statements and supplemental schedule, based on information provided by the custodians, which was certified as complete and accurate. That information, which is unaudited, consists of substantially all of the Plan's assets as of December 31, 2008 and 2007 and 2007investment loss for the year ended December 31, 2008.

NOTE 7 - 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 8 - FAIR VALUE MEASUREMENTS (UNAUDITED)

On January 1, 2008 the Plan adopted Statement of Financial Accounting Standards No. 157 ("SFAS No. 157") which establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS No. 157 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability

NOTE 8 - FAIR VALUE MEASUREMENTS (UNAUDITED) (CONTINUED)

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Pooled separate accounts: The pooled separate accounts are valued at the market value of the underlying investments provided by the custodians at year-end less an administrative charge.

Guaranteed investment account: The fair value of the guaranteed investment account is determined by the amount of contributions, plus interest credited, less any distributions made, which approximates fair value. There are certain restrictions on transfers from these accounts, as defined in the agreement.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common Collective Trust: The Plan's interest in the common collective trust is based on the fair value of the collective trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end.

Participant loans: Valued at amortized cost, which approximates fair value.

The preceding methods described may produce a fair value calculation 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.

NOTE 8 - FAIR VALUE MEASUREMENTS (UNAUDITED) (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

Description	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Large Blend	$ 451,375	$ 451,375	$ -	$ -
Small Growth	139,897	139,897	-	-
Risk Based	164,264	164,264	-	-
Large Growth	129,170	129,170	-	-
Foreign Large Growth	123,778	123,778	-	-
Large Value	114,782	114,782	-	-
Intermediate Term Bond	110,947	110,947	-	-
Diversified Emerging Markets	69,953	69,953	-	-
High Yield Bond	57,409	57,409	-	-
Other	185,200	185,200	-	-
Total Mutual Funds	1,546,775	1,546,775	-	-
Common Collective Trusts:				
Stable Value	507,742	-	507,742	-
Mid Cap Blend	87,302	-	87,302	-
Large Blend	69,003	-	69,003	-
Small Cap Blend	11,981	-	11,981	-
Total Common/Collective Trusts	676,028	-	676,028	-
Participant loans	36,519	-	676,028	36,519
Total assets at fair value	$ 2,259,322	$ 1,546,775	$ 676,028	$ 36,519

Level 3 Gains and Losses – the following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2008.

	Total	Participant Loans
Balance, beginning of year	$ 46,170	$ 46,170
Purchases and sales, net	(18,769)	(18,769)
Transfer from WWG, Inc. 401(k) Plan	9,118	9,118
Balance, end of year	$ 36,519	$ 36,519

The adoption of SFAS No. 157 did not have an impact on the Plan's financial position or results of operations.

NOTE 9 - RECONCILIATION TO FORM 5500

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

	December 31,	
	2008	2007
Net assets available for benefits per the financial statements	**$ 2,268,432**	$ 2,634,085
Less: Employer contribution receivable	**(10,963)**	
Interest receivable	**(559)**	-
Net assets available for benefits per the Form 5500	**$ 2,256,910**	$ 2,634,085

The following is a reconciliation of the changes in net assets available for Plan benefits per the financial statements to amounts reportable on the Form 5500:

	Year Ended December 31, 2008
Net decrease in assets per the financial statements	**$ 365,653**
Less: Employer contributions	**(10,963)**
Interest income	**(559)**
Net decrease in assets per Form 5500	**$ 377,175**

NOTE 10 - SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 11, 2012, which is the date the financial statements were available to be issued.

MAXX PROPERTIES 401(k) PLAN

PLAN #001
EIN. #13-3446651
FORM 5500 -SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2008

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		**Current Value**
	AIM Investments	AIM Developing Markets Fund	$	69,953
	Thornburg Investment	Thornburg International Value		18,596
	AIM Investments	AIM Real Estate Fund		23,056
	Janus	Janus Adviser Forty Fund		123,778
	American Heritage	Americent Heritage Fund		42,556
	Janus	Janus Advisory International Growth Fund		129,170
	Mainstay	Mainstay ICAP International		897
	Riversource	Riversource Mid Cap Value Fund		16,430
	Alliance Bernstein	Alliance Bernstein Global Technology Fund		4,107
	Pimco	Pimco Total Return Fund		110,947
	Allianz	Allianz NFJ Small Cap Value Fund		25,881
	Victory	Victory Special Value Fund		43,617
	ING Neuberger	Neuberger Berman Partners Fund		451,375
	Van Kampen	Van Kampen Equity & Income		164,264
	Franklin Templeton	Templeton Growth Fund		10,061
	MFS	MFS Value Fund		114,782
	DWS	DWS High Income Plus Fund		57,409
	Black Rock	Black Rock Small Cap Growth Equity		139,897
		Total Mutual funds		1,546,776
*	State Street	SSGA S&P Mid Cap 400 Index Strategy Fund (a)		64,375
*	State Street	SSGA S&P 500 Index Fund (a)		69,003
*	State Street	SSGA MSCI EAFE Index Strategy		22,926
*	State Street	SSGA Stable Value Fund (a)		507,742
*	State Street	SSGA Russell 2000 Index Strategy Fund (a)		11,981
		Total Common/collective trusts		676,027
	Participant Loans (b)			**36,519**
	Total			**$ 2,259,322**

(a) Interest in common/collective trust funds maintained by State Street
(b) Interest ranged from 6% to 10.25% maturing through November 2022.
* Represents party in interest

See Independent Auditors' Report.

MAXX PROPERTIES 401(k) PLAN

EIN. #13-3446651

SCHEDULE OF REPORTABLE TRANSACTIONS

FORM 5500 SCHEDULE H, LINE 4 (j)

DECEMBER 31, 2008

(a) Identity of party involved	(b) Description of asset (included interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current Value of asset on transaction date	(i) Net gain (loss)
DISB Fund 40	SELL	$ -	$ 14	$ -	$ -	$ 176,961	$ 149,027	$ (27,934)
MISC Fund 43	BUY	$ 13	$ -	$ -	$ -	$ 135,915	$ 135,915	$ -
DISB Fund 43	SELL	$ -	$ 13	$ -	$ -	$ 246,974	$ 251,102	$ 4,127

See Independent Auditors' Report.

MAXX PROPERTIES 401(k) PLAN

EIN. #13-3446651

SCHEDULE OF REPORTABLE TRANSACTIONS

FORM 5500 SCHEDULE H, LINE 4 (j)

DECEMBER 31, 2008

(a) Identity of party involved	(b) Description of asset (included interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current Value of asset on transaction date	(i) Net gain (loss)
DISB Fund 40	SELL	$ -	$ 14	$ -	$ -	$ 176,961	$ 149,027	$ (27,934)
DISB Fund 41	SELL	$ -	$ 15	$ -	$ -	$ 308,859	$ 284,996	$ (23,863)
MISC Fund 43	BUY	$ 13	$ -	$ -	$ -	$ 135,915	$ 135,915	$ -
DISB Fund 43	SELL	$ -	$ 13	$ -	$ -	$ 246,974	$ 251,102	$ 4,127

MAXX PROPERTIES 401(k) PLAN

PLAN #001
EIN. #13-3446651
FORM 5500 -SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2008

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	AIM Investments	AIM Developing Markets Fund	$ 69,953
	Thornburg Investment	Thornburg International Value	18,596
	AIM Investments	AIM Real Estate Fund	23,056
	Janus	Janus Adviser Forty Fund	123,778
	American Heritage	Americent Heritage Fund	42,556
	Janus	Janus Advisory International Growth Fund	129,170
	Mainstay	Mainstay ICAP International	897
	Riversource	Riversource Mid Cap Value Fund	16,430
	Alliance Bernstein	Alliance Bernstein Global Technology Fund	4,107
	Pimco	Pimco Total Return Fund	110,947
	Allianz	Allianz NFJ Small Cap Value Fund	25,881
	Victory	Victory Special Value Fund	43,617
	ING Neuberger	Neuberger Berman Partners Fund	451,375
	Van Kampen	Van Kampen Equity & Income	164,264
	Franklin Templeton	Templeton Growth Fund	10,061
	MFS	MFS Value Fund	114,782
	DWS	DWS High Income Plus Fund	57,409
	Black Rock	Black Rock Small Cap Growth Equity	139,897
		Total Mutual funds	1,546,776
*	State Street	SSGA S&P Mid Cap 400 Index Strategy Fund (a)	64,375
*	State Street	SSGA S&P 500 Index Fund (a)	69,003
*	State Street	SSGA MSCI EAFE Index Strategy	22,926
*	State Street	SSGA Stable Value Fund (a)	507,742
*	State Street	SSGA Russell 2000 Index Strategy Fund (a)	11,981
		Total Common/collective trusts	676,027
	Participant Loans (b)		**36,519**
	Total		**$ 2,259,322**

(a) Interest in common/collective trust funds maintained by State Street
(b) Interest ranged from 6% to 10.25% maturing through November 2022.
* Represents party in interest

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 sections 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.**

Official Use Only

OMB No. 1210-0110

2008

This Form is Open to Public Inspection.

For the calendar plan year 2008 or fiscal plan year beginning 01012008 and ending 12312008

A Name of plan

MAXX PROPERTIES 401 (K) PLAN

B Three-digit plan number ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500

JRD MAXX PROPERTIES

D **Employer Identification Number**

133446651

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 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the plan year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). } 571198022

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 0

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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 X N/A

If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior plan year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ..... ▶

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6a Enter the minimum required contribution for this plan year .....

b Enter the amount contributed by the employer to the plan for this plan year .....

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) .....

If you completed line 6c, skip lines 7 and 8 and complete line 9.

Official Use Only

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... Yes No N/A

Part III Amendments

8 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. (See instructions.) ..... Increase Decrease No

Part IV Coverage (See instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements:

ratio percentage test average benefit test

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 01/01/2008 and ending 12/31/2008

A This return/report is for:
- [ ] a multiemployer plan;
- [X] a single-employer plan;
- [ ] a multiple-employer plan; or
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [X] an amended return/report;
- [ ] the final 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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information - enter all requested information

1a Name of plan
MAXX PROPERTIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)
JRD MAXX PROPERTIES
600 MAMARONECK AVENUE
HARRISON NY 10528

2b Employer Identification Number (EIN) 13-3446651

2c Sponsor's telephone number 914-899-8013

2d Business code (see instructions) 531110

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	Signature of plan administrator	10/12/12 Date	MARC SAMPLIN Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	10/12/12 Date	MARC SAMPLIN 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")
SAME

3b Administrator's EIN

3c Administrator's telephone number

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**	150
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**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e.**	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 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)		**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)	X	**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

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

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e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e.**	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.	**6h**	0
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(3)	X	Trust
(4)		General assets of the sponsor

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

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