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
MARK ANTHONY BRANDS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2000

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

MARK ANTHONY BRANDS, INC.

328 S. JEFFERSON STREET, SUITE 1050
CHICAGO, IL 60661

2b Employer Identification Number (EIN) 91-1784836

2c Sponsor's telephone number 312-447-8600

2d Business code (see instructions) 454390

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.	10/16/2012	KEVIN KOTECKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
MARK ANTHONY BRANDS, INC.

328 S. JEFFERSON STREET, SUITE 1050
CHICAGO, IL 60661

3b Administrator's EIN
91-1784836

3c Administrator's telephone number
312-447-8600

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**	197
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**	182
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	60
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	242
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	242
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	202
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
MARK ANTHONY BRANDS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
91-1784836

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
84-0467907	68322	937509-01	202	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
5633	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

PAUL GRUTZNER
LPL FINANCIAL LLC
720 OLIVE WAY #1700
SEATTLE, WA 98101

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
5633			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	1095873
5	Current value of plan's interest under this contract in separate accounts at year end	5	6050675

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	830837
c	Additions: (1) Contributions deposited during the year	7c(1)	198616		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	19875		
	(4) Transferred from separate account	7c(4)	163899		
	(5) Other (specify below)	7c(5)	12877		
	▶ LOAN REPAYMENTS, FORFEITURES				
	(6) Total additions			7c(6)	395267
d	Total of balance and additions (add **b** and **c(6)**)			7d	1226104
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	34435		
	(2) Administration charge made by carrier	7e(2)	33509		
	(3) Transferred to separate account	7e(3)	62287		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	130231
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1095873

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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	**B** Three-digit plan number (PN) ▶	
MARK ANTHONY BRANDS, INC. 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
MARK ANTHONY BRANDS, INC.	91-1784836	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	6524	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GREAT-WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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	RECORDKEEPER	3691	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

DWYER PEMBERTON & COULSON P.C.

PO BOX 1614
TACOMA, WA 98401

(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?
10	AUDITOR	18000	Yes [ ] No [X]	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)

FINANCIAL ADVOCATES INVESTMENT MGMT

1601 COOPER POINT ROAD NW
OLYMPIA, WA 98502

(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?
27	ADVISOR	8659	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FINANCIAL ADVOCATES ADVISORY SERV

1601 COOPER POINT ROAD NW
OLYMPIA, WA 98502

(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?
27	ADVISOR	4180	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PANAGIOTU PENSION ADVISORS, INC.

7350 CIRQUE DRIVE W., SUITE 201
UNIVERSITY PLACE, WA 98467

(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?
13	CONTRACT ADMIN	16800	Yes [ ] No [X]	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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
MARK ANTHONY BRANDS, INC. 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
MARK ANTHONY BRANDS, INC.

D Employer Identification Number (EIN)
91-1784836

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: FUTUREFUNDS SERIES ACCT II

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
84-0467907-001	P	6050675

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
MARK ANTHONY BRANDS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
91-1784836

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)	13846	0
(2) Participant contributions	1b(2)	35074	0
(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)	207004	169604
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	5370779	6050675
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	830837	1095873
(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	6457540	7316152
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	44878	11828
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	1712	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	46590	11828
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6410950	7304324

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)	388488	
	(B) Participants	2a(1)(B)	1134073	
	(C) Others (including rollovers)	2a(1)(C)	212986	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1735547
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	808	
	(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)	7566	
	(F) Other	2b(1)(F)	19875	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		28249
	(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)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-228811
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1534985
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	630851	
(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)		630851
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)	10760	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10760
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		641611
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		893374
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DWYER, PEMBERTON & COULSON, P.C. (2) EIN: 91-1503183

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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
MARK ANTHONY BRANDS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
91-1784836

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): 20-3691708

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):

MARK ANTHONY BRANDS, INC.
401(K) PLAN

FINANCIAL STATEMENTS

For the year ended December 31, 2011

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DWYER PEMBERTON
& COULSON, P.C.
Certified Public Accountants
Established 1936

P.O. Box 1614, Tacoma, WA 98401
1940 East D Street, Suite 200
Tacoma, WA 98421
253/572-9922
800/488-4074
FAX: 253/572-1447

INDEPENDENT AUDITOR'S REPORT

October 16, 2012

To the Board of Directors
Mark Anthony Brands, Inc. 401(k) Plan
Seattle, Washington

We were engaged to audit the financial statements of Mark Anthony Brands, Inc. 401(k) Plan (the Plan), as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of and for the year ended December 31, 2011, as listed in the accompanying Table of Contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's *Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974.* The form and content of the information included in the financial statements and supplemental schedule, other than derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's *Rules and Regulations for Reporting and Disclosures Under the Employee Retirement Income Security Act of 1974.*

Dwyer Pemberton & Coulson, P.C.

MARK ANTHONY BRANDS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments, at fair value	$ 7,146,548	$ 6,201,616
Receivables:		
Employer matching contribution	---	13,846
Participant salary deferrals	---	35,074
Notes receivable from participants	169,604	207,004
TOTAL RECEIVABLES	169,604	255,924
TOTAL ASSETS	7,316,152	6,457,540
LIABILITIES		
Accounts payable	11,828	44,878
Mistaken contribution payable	---	1,712
TOTAL LIABILITIES	11,828	46,590
NET ASSETS AVAILABLE FOR BENEFITS	$ 7,304,324	$ 6,410,950

See accompanying notes.

MARK ANTHONY BRANDS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment loss:	
Net depreciation in fair value of investments	$ (228,002)
Interest and dividends	19,874
TOTAL INVESTMENT LOSS	(208,128)
Less investment fees	10,760
NET INVESTMENT LOSS	(218,888)
Interest income from notes receivable from participants	7,566
Contributions:	
Employer matching	388,488
Participant salary deferrals	1,134,073
Participant rollovers	212,986
TOTAL CONTRIBUTIONS	1,735,547
TOTAL ADDITIONS	1,524,225
DEDUCTIONS FROM ASSETS ATTRIBUTED TO:	
Benefits paid to participants	630,851
TOTAL DEDUCTIONS	630,851
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	893,374
NET ASSETS AVAILABLE FOR BENEFITS, Beginning	6,410,950
NET ASSETS AVAILABLE FOR BENEFITS, Ending	$ 7,304,324

See accompanying notes.

NOTE 1. Description of the Plan

The following description of the Mark Anthony Brands, Inc. 401(k) Plan (the 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 contributory defined contribution plan covering all eligible employees of the Sponsor on their date of hire. All employees covered by a collective bargaining agreement or who are nonresident aliens are not eligible to participate in the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Each year participants may contribute up to the maximum amount allowed by the Internal Revenue Code of pretax annual compensation as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers).

The Sponsor may also contribute nonelective profit sharing and/or matching contributions at the discretion of the Sponsor's Board of Directors.

For the year ended December 31, 2011, the Sponsor made matching contributions equal to 100 percent of the participant's eligible salary deferral contribution, up to 3 percent of total eligible compensation.

For the year ended December 31, 2011, the Sponsor made no profit sharing contributions.

Participant Accounts and Investment Options:

Contributions to participant accounts are deposited into participant-directed funds at Great-West Life & Annuity Insurance Company. Participants direct the investment of their contributions into various investment options offered by the Plan. The Sponsor periodically reviews the investment fund options available to participants and drops or adds investment funds as warranted.

Each participant's account is credited with the participant's contribution and allocation of the Sponsor's contribution and Plan earnings. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting:

Participants are 100 percent vested in 401(k) salary deferral contributions, rollovers and the related earnings at all times. Vesting in the portion of the account attributable to the Sponsor's nonelective and matching contributions plus actual earnings thereon is based on years of credited service. Generally, a participant is 100 percent vested after three years of credited service or upon retirement, death, total disability, or termination of the Plan.

NOTE 1. (Continued)

Forfeitures:

Forfeitures of terminated participants' nonvested account balances are used to pay Plan expenses. Any remaining forfeitures are used to reduce the Sponsor's nonelective and matching contributions. Non-vested account balances forfeited into the Plan for the year ended December 31, 2011, was $8,852.

Participant Loans:

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Participants whose Vested Aggregate Account Balance is $2,000 or less may borrow up to 50 percent of the participants Vested Aggregate Account Balance.

Payment of Benefits:

On termination of service a participant whose vested account balance is over $1,000 may elect to leave the vested account balance invested in the Plan, receive either a lump-sum amount equal to the value of his or her account, or installment payments. A participant whose vested account balance is below $1,000 will receive a lump sum payment as soon as administratively possible.

Additionally, the Plan allows for in-service withdrawals upon attainment of Normal Retirement Age (defined as age 65), for financial hardship, or amounts attributable to prior rollovers.

Plan Termination:

Although it has not expressed any intent to do so, the Sponsor has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE 2. Summary of Significant Accounting Policies

Basis of Presentation:

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and present the net assets available for Plan benefits and the changes in those net assets.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions of net assets available for benefits during the reporting period. Actual results may differ from those estimates.

NOTE 2. (Continued)

Participant Loans:

Participant loans from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Loan transactions are treated as a transfer between investment funds and the Participant Loan fund. Loan terms range from one to five years, or more if for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at 4.25 percent to 6.00 percent at December 31, 2011. Principal and interest is paid ratably through payroll deductions.

Upon termination of employment by a participant, the balance of the loan and any unpaid interest is due and payable. The Plan Administrator will treat a participant's loan in default if any scheduled payment remains unpaid beyond the last day of the calendar quarter following the calendar quarter in which the participant missed the scheduled payment. Upon a loan default, the Plan will treat the unpaid balance of the loan as a distributable event and will be reported to the IRS as a deemed distribution.

Investment Valuation and Income Recognition:

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits:

Benefits are recorded when paid.

Date Through Which Subsequent Events Evaluated:

The date to which events occurring after December 31, 2011, the date of the most recent balance sheet, have been evaluated for possible adjustment to the financial statements or disclosure is October 16, 2012, which is the date on which the financial statements were available to be issued.

NOTE 3. Risks and Uncertainties

The Plan is exposed to market and credit risk due to the various foreign and domestic investment securities that may be selected by the participant in any combination. Investment securities are exposed to various risks such as foreign currency exchange rate, 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 and the statement of change in net assets available for benefits.

NOTE 4. Unaudited Information

The Plan administrator has elected the method of compliance permitted by 29CFR 2520.103-8 of the Department of Labor's *Rules and Regulations for Reporting and Disclosure under ERISA*. Accordingly, as permitted under such election, the following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements, that was prepared by or derived from information prepared by Great-West Life & Annuity Insurance Company, the custodian of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Custodian that the information is complete and accurate as of December 31, 2011 and 2010, and the for the year ended December 31, 2011.

	2011	2010
Statements of net assets available for benefits:		
Investments, at fair value	$ 7,146,548	$ 6,201,616
Participant loans	$ 169,604	$ 207,004
Statement of changes in net assets available for benefits:		
Net depreciation in fair value investments, net of fees	$ (228,002)	
Interest and dividends on investments	$ 19,874	
Interest on participant loans	$ 7,566	
Investment fees	$ 10,760	

Supplemental Schedule - Schedule of Assets (Held at End of Year), Page 12

NOTE 5. Investments

Investments that represent 5 percent or more of the fair value of the Plan's net assets at December 31 are as follows:

	2011	2010
Investments in Pooled Separate Accounts:		
American Funds Europacific Growth R3	$ 366,003	$ 387,832
Columbia Mid Cap Value	**	346,353
Maxim Aggressive Profile II	397,591	**
Maxim Bond Index	392,510	362,889
Maxim Index 500	**	374,714
Maxim T. Rowe Price Equity Income	520,502	363,059
Oppenheimer Global A	506,631	434,032
Investment in General Account:		
Guaranteed Portfolio Fund	1,073,613	785,960

**Investment did not meet 5 percent threshold at indicated date.

During the year ended December 31, 2011, the Plan's investments depreciated in value as follows:

Pooled Separate Accounts	$ (228,002)

NOTE 6. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset 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. There have been no changes in the techniques and inputs used at December 31, 2011 and 2010.

Pooled Separate Accounts: The value of each pooled separate account is stated at net asset value as provided by Great-West Life & Annuity Insurance Company. Fair value is determined based on the number of units held multiplied by a value determined for the pool as a whole using the net asset value of the underlying assets. Realized and unrealized gains and losses from the assets in the pooled separate accounts are credited to or charged against the accounts without regard to other income, gains or losses of Great-West Life & Annuity Insurance Company.

General Account: The account is stated at estimated fair value reported daily based on a valuation formula per the annuity contract with and calculated by Great-West Life & Annuity Insurance Company.

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 techniques and inputs are appropriate and consistent with other market participants, the use of different techniques and inputs or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 6. (Continued)

The following table sets forth by level, with the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

Assets at Fair value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Blend	$ ---	$ 2,091,532	$ ---	$ 2,091,532
Growth	---	1,138,458	---	1,138,458
Intermediate Government	---	66,117	---	66,117
Intermediate-Term Bond	---	695,844	---	695,844
Moderate Allocation	---	195,153	---	195,153
Multisector bond	---	173,756	---	173,756
Value	---	1,156,785	---	1,156,785
World Stock	---	506,631	---	506,631
Other	---	26,399	---	26,399
TOTAL POOLED SEPARATE ACCOUNTS	---	6,050,675	---	6,050,675
General Account	---	1,095,873	---	1,095,873
TOTAL ASSETS AT FAIR VALUE	$ ---	$ 7,146,548	$ ---	$ 7,146,548

Assets at Fair value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Blend	$ ---	$ 1,731,581	$ ---	$ 1,731,581
Growth	---	1,045,764	---	1,045,764
Intermediate Government	---	108,388	---	108,388
Intermediate-Term Bond	---	643,429	---	643,429
Moderate Allocation	---	219,541	---	219,541
Multisector bond	---	116,266	---	116,266
Value	---	1,039,685	---	1,039,685
World Stock	---	434,032	---	434,032
Other	---	32,092	---	32,092
TOTAL POOLED SEPARATE ACCOUNTS	---	5,370,778	---	5,370,778
General Account	---	830,838	---	830,838
TOTAL ASSETS AT FAIR VALUE	$ ---	$ 6,201,616	$ ---	$ 6,201,616

Investments at Net Asset Value (NAV) per share:

The following sets forth additional disclosures for the investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31, 2011 and 2010:

	At December 31, 2011		At December 31, 2010		
	Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitment	Notes
Blend	$ 2,091,532	$ ---	$ 1,731,581	---	a,d
Growth	1,138,458	---	1,045,764	---	a
Intermediate Government	66,117	---	108,388	---	b
Intermediate-Term Bond	695,844	---	643,429	---	b
Moderate Allocation	195,153	---	219,541	---	c
Multisector Bond	173,756	---	116,266	---	d
Value	1,156,785	---	1,039,685	---	a, b
World Stock	506,631	---	434,032	---	a
Other	26,399	---	32,092	---	b

NOTE 6. (Continued)

Notes:

a This class seeks long-term growth of capital primarily in a diversified portfolio of equity securities.

b This class seeks capital appreciation through investments in portfolios that emphasize fixed income investments.

c This class seeks long-term capital appreciation through equal emphasis on equity and fixed income investments.

d This class seeks to produce income and capital growth consistent with sound equity stock investing.

NOTE 7. Party-in-Interest Transactions and Administration of Plan Assets

A party-in-interest is defined as a fiduciary or employee of the plan, any person who provides service to the plan, an employer whose employees are covered by the plan, an employee organization whose members are covered by the plan, a person who owns 50 percent or more of such an employer or employee organization, or a relative of such persons mentioned.

Trustee and Plan Administration:

The Plan's investment options are held in participant directed accounts at Great-West Life & Annuity Insurance Company, the custodian of the Plan; therefore, any transaction executed with Great-West Life & Annuity Insurance Company qualifies as a party-in-interest transaction. Certain costs are incurred as transactions occur. These costs are included in the price of investments bought and/or sold and are not separately quantifiable. In addition, some administrative expenses of the Plan are paid by the Plan.

The Plan's records are maintained by Panagiotu Pension Advisors, Inc., the third-party administrator of the Plan (TPA); therefore, any transaction executed with the TPA qualifies as a party-in-interest transaction. However, there are no transactions with the TPA other than payment of its services.

The Plan sponsor is a party-in-interest. Certain administrative functions are performed by employees of the Sponsor. No such employee receives compensation from the Plan.

The Sponsor has the discretion to appoint or remove any trustee or agent of the Plan. The Trustees have the full power to administer the Plan and apply all of its provisions on behalf of the Sponsor.

NOTE 8. Tax Status

The Sponsor adopted a non-standardized volume prototype with a CODA plan sponsored by Orchard Trust Co., which received a favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which stated the Plan and related trust are designed in accordance with applicable sections of the IRC. Once qualified, the Plan is required to operate in conformity with the code to maintain its qualification. The Plan has not received an opinion letter specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan was designed and was being operated in compliance with applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8. (Continued)

Management evaluated the Plan's tax positions and concluded that the Plan has maintained its tax-exempt status and has taken no material uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Additionally, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2007.

MARK ANTHONY BRANDS, INC. 401(K) PLAN

SUPPLEMENTAL SCHEDULE

EIN: 91-1784836
PLAN #: 001
PLAN YEAR: 2011

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Great-West Life & Annuity Insurance Company			
	Pooled Separate Accounts :			
	Maxim T. Rowe Price Equity Income	**	***	$ 520,502
	Oppenheimer Global A	**	***	506,631
	Maxim Aggressive Profile II	**	***	397,591
	Maxim Bond Index	**	***	392,510
	American Funds Europacific Growth R3	**	***	366,003
	Maxim S & P Index 500	**	***	352,864
	Royce Total Return K	**	***	336,326
	Maxim T. Rowe Price Mid-Cap Growth	**	***	319,697
	American Funds Growth Fund of Amer R3	**	***	303,670
	Pimco Total Return Admin	**	***	303,334
	Lord Abbett Value Opportunities A	**	***	272,569
	MFS International Value R2	**	***	209,062
	Maxim Moderate Profile II	**	***	195,153
	Ridgeworth Mid Cap Value Equity A	**	***	190,210
	Maxim American Century Growth Portfolio	**	***	180,150
	Fidelity Advisor Leveraged Co Stk - T	**	***	180,120
	Maxim Loomis Sayles Bond Portfolio	**	***	173,756
	Marsico Focus	**	***	165,797
	Maxim Index 600	**	***	160,152
	Ridgeworth Small Cap Growth Fund I	**	***	149,716
	Putnam Int'l Capital Opportunities R	**	***	141,089
	Maxim US Government Securities Fund	**	***	66,117
	Columbia Diversified Equity Income A	**	***	54,217
	Invesco Van Kampen Comstock - R	**	***	41,704
	Maxim Conservative Profile II	**	***	26,399
	Davis NY Venture R	**	***	25,907
	Nuveen Small Cap Select A	**	***	19,429
	TOTAL POOLED SEPARATE ACCOUNTS			6,050,675
	General Account :			
	Guaranteed Portfolio Fund	No set maturity date, collateral, par or maturity value, interest at 2.03%	***	1,073,613
	Forfeiture Account	**	***	22,260
	TOTAL GENERAL ACCOUNT			1,095,873
	TOTAL INVESTMENTS			7,146,548
	Participant Loans	Interest rate is from 4.25% to 6.00%.	$ -0-	169,604
				$ 7,316,152

* Indicates Party-in-interest to the Plan
** No set maturity date, rate of interest, collateral, par or maturity value.
*** Not required on participant directed accounts.

See Independent Auditor's Report.

MARK ANTHONY BRANDS, INC. 401(K) PLAN

SUPPLEMENTAL SCHEDULE

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December 31, 2011 and 2010

	2011	2010
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Mistaken contribution payable	---	1,712
TOTAL LIABILITIES	11,828	46,590
NET ASSETS AVAILABLE FOR BENEFITS	$ 7,304,324	$ 6,410,950

See accompanying notes.

MARK ANTHONY BRANDS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment loss:	
Net depreciation in fair value of investments	$ (228,002)
Interest and dividends	19,874
TOTAL INVESTMENT LOSS	(208,128)
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NET INVESTMENT LOSS	(218,888)
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Contributions:	
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TOTAL CONTRIBUTIONS	1,735,547
TOTAL ADDITIONS	1,524,225
DEDUCTIONS FROM ASSETS ATTRIBUTED TO:	
Benefits paid to participants	630,851
TOTAL DEDUCTIONS	630,851
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NET ASSETS AVAILABLE FOR BENEFITS, Beginning	6,410,950
NET ASSETS AVAILABLE FOR BENEFITS, Ending	$ 7,304,324

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Each year participants may contribute up to the maximum amount allowed by the Internal Revenue Code of pretax annual compensation as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers).

The Sponsor may also contribute nonelective profit sharing and/or matching contributions at the discretion of the Sponsor's Board of Directors.

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For the year ended December 31, 2011, the Sponsor made no profit sharing contributions.

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Contributions to participant accounts are deposited into participant-directed funds at Great-West Life & Annuity Insurance Company. Participants direct the investment of their contributions into various investment options offered by the Plan. The Sponsor periodically reviews the investment fund options available to participants and drops or adds investment funds as warranted.

Each participant's account is credited with the participant's contribution and allocation of the Sponsor's contribution and Plan earnings. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting:

Participants are 100 percent vested in 401(k) salary deferral contributions, rollovers and the related earnings at all times. Vesting in the portion of the account attributable to the Sponsor's nonelective and matching contributions plus actual earnings thereon is based on years of credited service. Generally, a participant is 100 percent vested after three years of credited service or upon retirement, death, total disability, or termination of the Plan.

NOTE 1. (Continued)

Forfeitures:

Forfeitures of terminated participants' nonvested account balances are used to pay Plan expenses. Any remaining forfeitures are used to reduce the Sponsor's nonelective and matching contributions. Non-vested account balances forfeited into the Plan for the year ended December 31, 2011, was $8,852.

Participant Loans:

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Participants whose Vested Aggregate Account Balance is $2,000 or less may borrow up to 50 percent of the participants Vested Aggregate Account Balance.

Payment of Benefits:

On termination of service a participant whose vested account balance is over $1,000 may elect to leave the vested account balance invested in the Plan, receive either a lump-sum amount equal to the value of his or her account, or installment payments. A participant whose vested account balance is below $1,000 will receive a lump sum payment as soon as administratively possible.

Additionally, the Plan allows for in-service withdrawals upon attainment of Normal Retirement Age (defined as age 65), for financial hardship, or amounts attributable to prior rollovers.

Plan Termination:

Although it has not expressed any intent to do so, the Sponsor has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE 2. Summary of Significant Accounting Policies

Basis of Presentation:

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and present the net assets available for Plan benefits and the changes in those net assets.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions of net assets available for benefits during the reporting period. Actual results may differ from those estimates.

NOTE 2. (Continued)

Participant Loans:

Participant loans from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Loan transactions are treated as a transfer between investment funds and the Participant Loan fund. Loan terms range from one to five years, or more if for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at 4.25 percent to 6.00 percent at December 31, 2011. Principal and interest is paid ratably through payroll deductions.

Upon termination of employment by a participant, the balance of the loan and any unpaid interest is due and payable. The Plan Administrator will treat a participant's loan in default if any scheduled payment remains unpaid beyond the last day of the calendar quarter following the calendar quarter in which the participant missed the scheduled payment. Upon a loan default, the Plan will treat the unpaid balance of the loan as a distributable event and will be reported to the IRS as a deemed distribution.

Investment Valuation and Income Recognition:

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits:

Benefits are recorded when paid.

Date Through Which Subsequent Events Evaluated:

The date to which events occurring after December 31, 2011, the date of the most recent balance sheet, have been evaluated for possible adjustment to the financial statements or disclosure is October 16, 2012, which is the date on which the financial statements were available to be issued.

NOTE 3. Risks and Uncertainties

The Plan is exposed to market and credit risk due to the various foreign and domestic investment securities that may be selected by the participant in any combination. Investment securities are exposed to various risks such as foreign currency exchange rate, 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 and the statement of change in net assets available for benefits.

NOTE 4. Unaudited Information

The Plan administrator has elected the method of compliance permitted by 29CFR 2520.103-8 of the Department of Labor's *Rules and Regulations for Reporting and Disclosure under ERISA*. Accordingly, as permitted under such election, the following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements, that was prepared by or derived from information prepared by Great-West Life & Annuity Insurance Company, the custodian of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Custodian that the information is complete and accurate as of December 31, 2011 and 2010, and the for the year ended December 31, 2011.

	2011	2010
Statements of net assets available for benefits:		
Investments, at fair value	$ 7,146,548	$ 6,201,616
Participant loans	$ 169,604	$ 207,004
Statement of changes in net assets available for benefits:		
Net depreciation in fair value investments, net of fees	$ (228,002)	
Interest and dividends on investments	$ 19,874	
Interest on participant loans	$ 7,566	
Investment fees	$ 10,760	

Supplemental Schedule - Schedule of Assets (Held at End of Year), Page 12

NOTE 5. Investments

Investments that represent 5 percent or more of the fair value of the Plan's net assets at December 31 are as follows:

	2011	2010
Investments in Pooled Separate Accounts:		
American Funds Europacific Growth R3	$ 366,003	$ 387,832
Columbia Mid Cap Value	**	346,353
Maxim Aggressive Profile II	397,591	**
Maxim Bond Index	392,510	362,889
Maxim Index 500	**	374,714
Maxim T. Rowe Price Equity Income	520,502	363,059
Oppenheimer Global A	506,631	434,032
Investment in General Account:		
Guaranteed Portfolio Fund	1,073,613	785,960

**Investment did not meet 5 percent threshold at indicated date.

During the year ended December 31, 2011, the Plan's investments depreciated in value as follows:

Pooled Separate Accounts	$ (228,002)

NOTE 6. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset 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. There have been no changes in the techniques and inputs used at December 31, 2011 and 2010.

Pooled Separate Accounts: The value of each pooled separate account is stated at net asset value as provided by Great-West Life & Annuity Insurance Company. Fair value is determined based on the number of units held multiplied by a value determined for the pool as a whole using the net asset value of the underlying assets. Realized and unrealized gains and losses from the assets in the pooled separate accounts are credited to or charged against the accounts without regard to other income, gains or losses of Great-West Life & Annuity Insurance Company.

General Account: The account is stated at estimated fair value reported daily based on a valuation formula per the annuity contract with and calculated by Great-West Life & Annuity Insurance Company.

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 techniques and inputs are appropriate and consistent with other market participants, the use of different techniques and inputs or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 6. (Continued)

The following table sets forth by level, with the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

Assets at Fair value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Blend	$ ---	$ 2,091,532	$ ---	$ 2,091,532
Growth	---	1,138,458	---	1,138,458
Intermediate Government	---	66,117	---	66,117
Intermediate-Term Bond	---	695,844	---	695,844
Moderate Allocation	---	195,153	---	195,153
Multisector bond	---	173,756	---	173,756
Value	---	1,156,785	---	1,156,785
World Stock	---	506,631	---	506,631
Other	---	26,399	---	26,399
TOTAL POOLED SEPARATE ACCOUNTS	---	6,050,675	---	6,050,675
General Account	---	1,095,873	---	1,095,873
TOTAL ASSETS AT FAIR VALUE	$ ---	$ 7,146,548	$ ---	$ 7,146,548

Assets at Fair value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Blend	$ ---	$ 1,731,581	$ ---	$ 1,731,581
Growth	---	1,045,764	---	1,045,764
Intermediate Government	---	108,388	---	108,388
Intermediate-Term Bond	---	643,429	---	643,429
Moderate Allocation	---	219,541	---	219,541
Multisector bond	---	116,266	---	116,266
Value	---	1,039,685	---	1,039,685
World Stock	---	434,032	---	434,032
Other	---	32,092	---	32,092
TOTAL POOLED SEPARATE ACCOUNTS	---	5,370,778	---	5,370,778
General Account	---	830,838	---	830,838
TOTAL ASSETS AT FAIR VALUE	$ ---	$ 6,201,616	$ ---	$ 6,201,616

Investments at Net Asset Value (NAV) per share:

The following sets forth additional disclosures for the investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31, 2011 and 2010:

	At December 31, 2011		At December 31, 2010		
	Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitment	Notes
Blend	$ 2,091,532	$ ---	$ 1,731,581	---	a,d
Growth	1,138,458	---	1,045,764	---	a
Intermediate Government	66,117	---	108,388	---	b
Intermediate-Term Bond	695,844	---	643,429	---	b
Moderate Allocation	195,153	---	219,541	---	c
Multisector Bond	173,756	---	116,266	---	d
Value	1,156,785	---	1,039,685	---	a, b
World Stock	506,631	---	434,032	---	a
Other	26,399	---	32,092	---	b

NOTE 6. (Continued)

Notes:

a This class seeks long-term growth of capital primarily in a diversified portfolio of equity securities.

b This class seeks capital appreciation through investments in portfolios that emphasize fixed income investments.

c This class seeks long-term capital appreciation through equal emphasis on equity and fixed income investments.

d This class seeks to produce income and capital growth consistent with sound equity stock investing.

NOTE 7. Party-in-Interest Transactions and Administration of Plan Assets

A party-in-interest is defined as a fiduciary or employee of the plan, any person who provides service to the plan, an employer whose employees are covered by the plan, an employee organization whose members are covered by the plan, a person who owns 50 percent or more of such an employer or employee organization, or a relative of such persons mentioned.

Trustee and Plan Administration:

The Plan's investment options are held in participant directed accounts at Great-West Life & Annuity Insurance Company, the custodian of the Plan; therefore, any transaction executed with Great-West Life & Annuity Insurance Company qualifies as a party-in-interest transaction. Certain costs are incurred as transactions occur. These costs are included in the price of investments bought and/or sold and are not separately quantifiable. In addition, some administrative expenses of the Plan are paid by the Plan.

The Plan's records are maintained by Panagiotu Pension Advisors, Inc., the third-party administrator of the Plan (TPA); therefore, any transaction executed with the TPA qualifies as a party-in-interest transaction. However, there are no transactions with the TPA other than payment of its services.

The Plan sponsor is a party-in-interest. Certain administrative functions are performed by employees of the Sponsor. No such employee receives compensation from the Plan.

The Sponsor has the discretion to appoint or remove any trustee or agent of the Plan. The Trustees have the full power to administer the Plan and apply all of its provisions on behalf of the Sponsor.

NOTE 8. Tax Status

The Sponsor adopted a non-standardized volume prototype with a CODA plan sponsored by Orchard Trust Co., which received a favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, which stated the Plan and related trust are designed in accordance with applicable sections of the IRC. Once qualified, the Plan is required to operate in conformity with the code to maintain its qualification. The Plan has not received an opinion letter specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan was designed and was being operated in compliance with applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8. (Continued)

Management evaluated the Plan's tax positions and concluded that the Plan has maintained its tax-exempt status and has taken no material uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Additionally, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2007.

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 Mark Anthony Brands, Inc. 401(k) Plan

1b Three-digit plan number (PN) ▶ 001

01/01/2000

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

Mark Anthony Brands, Inc.

328 S. Jefferson Street, Suite 1050

Chicago IL 60661

2b Employer Identification Number (EIN)
91-1784836

2c Sponsor's telephone number
(312) 447-8600

2d Business code (see instructions)
454390

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	Kevin Kotecki	10/8/12	KEVIN KOTECKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") 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**	197
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**	182
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	60
d Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	242
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	242
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	202
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	(1)	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	(2)	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	[ ] General assets of the sponsor	(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		**b General Schedules**		
(1)	[X] **R** (Retirement Plan Information)	(1)	[X]	**H** (Financial Information)
(2)	[ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	[ ]	**I** (Financial Information – Small Plan)
		(3)	[X] 1	**A** (Insurance Information)
		(4)	[X]	**C** (Service Provider Information)
(3)	[ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	[X]	**D** (DFE/Participating Plan Information)
		(6)	[ ]	**G** (Financial Transaction Schedules)