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), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

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

D Check box if filing under:
- [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
TOWER ENERGY GROUP 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
TOWER ENERGY GROUP

1983 WEST 190TH STREET, SUITE 100
TORRANCE, CA 90504-6240

2b Employer Identification Number (EIN)
33-0442456

2c Sponsor's telephone number
310-538-8000

2d Business code (see instructions)
454319

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.	01/24/2011	TWANNA ROGERS
	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")

TOWER ENERGY GROUP

1983 WEST 190TH STREET, SUITE 100
TORRANCE, CA 90504-6240

3b Administrator's EIN
33-0442456

3c Administrator's telephone number
310-538-8000

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**	412
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**	391
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	34
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	425
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	425
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	204
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2G 2K 2J 2F

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)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [ ] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TOWER ENERGY GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
TOWER ENERGY GROUP

D Employer Identification Number (EIN)
33-0442456

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
JOHN HANCOCK USA

(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	Policy or contract year (g) To
01-0233346	65838	53887	212	01/01/2009	12/31/2009

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
27992	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

WELLS FARGO ADVISORS, LLC
M 01100
ONE NORTH JEFFERSON
ST LOUIS, MO 63103

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	Fees and other commissions paid (d) Purpose	(e) Organization code
23832	0	BROKER	3

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

ACTUARIAL BENEFITS CORP.
2790 SKYPARK DRIVE
SUITE 300
TORRANCE, CA 90505

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	Fees and other commissions paid (d) Purpose	(e) Organization code
4160	0	THIRD PARTY ADMINISTRATOR	5

(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	142394
5	Current value of plan's interest under this contract in separate accounts at year end	5	8154510

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 ▶

b	Balance at the end of the previous year			7b	114425
c	Additions: (1) Contributions deposited during the year	7c(1)	20167		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	4800		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	24967
d	Total of balance and additions (add **b** and **c(6)**)			7d	139392
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	7646		
	(2) Administration charge made by carrier	7e(2)	496		
	(3) Transferred to separate account	7e(3)	429		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	8571
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	130821

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 organization(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)**	0
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)**	0
(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)**	0
(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.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TOWER ENERGY GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0442456

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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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)

JOHN HANCOCK LIFE INS CO USA

P.O. BOX 600
BUFFALO, NY 14201-0600

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORD KEEPER	0	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
TOWER ENERGY GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0442456

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	26975	26517
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	5912599	8154510
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	114425	130821
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	6053999	8311848
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6053999	8311848

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)	425369	
(B) Participants	2a(1)(B)	623042	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1048411
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4800	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4800
(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)		1445911
(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		19842
d Total income. Add all **income** amounts in column (b) and enter total	2d		2518964
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	238781	
(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)		238781
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)	22334	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		22334
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		261115
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2257849
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: PETERSON, SLATER & OSBORNE CPA'S (2) EIN: 33-0783299

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)

TOWER ENERGY GROUP
401(k) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2009 AND 2008

PETERSON · SLATER · OSBORNE
79440 CORPORATE CENTRE DRIVE SUITE 100
LA QUINTA CA 92253

LESTER R. PETERSON, CPA
JOHN T. SLATER, JR., PA (1922-2009)
LEE M. OSBORNE, CPA
PEDRO T. RINCÓN, CPA, CVA

PETERSON · SLATER · OSBORNE
ACCOUNTANCY CORPORATION
"A proven investment for your business"

JENNIFER J. GÓMEZ, CPA
BRUCE J. LEGAWIEC, CPA

INDEPENDENT AUDITORS' REPORT

Tower Energy Group
401 (k) Plan
Torrance, California

We were engaged to audit the statements of net assets available for benefits of the Tower Energy Group 401(k) Plan as of December 31, 2009, and the statement of changes in net assets available for benefits and the schedule of assets held for investment purposes for the year ended December 31, 2009. These financial statements and accompanying schedule are the responsibility of the Plan's management. The 2008 financial statement was reported on by other auditors whose report dated October 12, 2009 on the statement disclaimed an opinion for the reasons described in the following paragraph.

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 C, which was certified by the John Hancock Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and 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 and for the year ended December 31, 2009, 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 taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Peterson Slater & Osborne

July 12, 2010

TOWER ENERGY GROUP
401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

ASSETS

	2009	2008
INVESTMENTS AT FAIR VALUE:		
Registered investment companies	$ 8,154,510	$ 5,912,599
Guaranteed investment accounts	130,821	114,425
Cash and cash equivalents	26,517	26,975
Total investments, at fair value	8,311,848	6,053,999
RECEIVABLES:		
Participant contributions	-	12,253
Employer contributions	-	8,878
Total receivables	-	21,131
Total assets	8,311,848	6,075,130
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,311,848	$ 6,075,130

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

TOWER ENERGY GROUP
401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

ADDITIONS	
Additions to net assets attributed to:	
Investment income:	
Net increase in fair value of investments	$ 1,445,911
Other	19,842
Interest	4,800
Total investment income	1,470,553
Contributions:	
Participants'	610,789
Employer	416,491
Total contributions	1,027,280
Total additions	2,497,833
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid to participants	238,781
Administrative expenses	22,334
Total deductions	261,115
NET INCREASE	2,236,718
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	6,075,130
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 8,311,848

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

TOWER ENERGY GROUP
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE A - DESCRIPTION OF PLAN

The following description of the Tower Energy Group 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 defined contribution plan covering substantially all employees of Tower Energy Group and its wholly owned subsidiary, Tower Mart (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Employees are eligible to participate in the salary deferral portion of the Plan immediately upon hire. To participate in the employer matching contribution portion of the Plan, employees must have completed twelve months and a minimum of one thousand hours of service.

Contributions

Each year, participants may contribute up to the maximum allowable, not to exceed the limits of Code Section 401(k), of pretax annual compensation, as defined in the Plan. The Company matches one hundred percent of the participants' elective contribution, up to the first six percent of compensation.

Participant Accounts

Each participant's account is credited with the participants' contribution and allocations of the Company's contribution and Plan earnings, and charged with an allocation of administrative expenses. 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 participants' account.

Vesting

Participants are immediately vested in their elective contributions, the Company's matching contributions (subsequent to January 1, 2000), and the actual earnings thereon.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions and employer matching contributions in any of the investment funds John Hancock offers. Participants may change their investment options daily through an 800 number or website provided by John Hancock.

Payment of Benefits

On termination of service, a participant may elect to receive a lump-sum amount equal to the value of his or her account. All vested account balances not exceeding $1,000, will be distributed in a lump-sum payment. Participants may also elect to rollover their account to another tax deferred account or remain in the Plan until they are legally required to begin taking distributions. With plan administrator's approval, participants may withdraw all or part of their aggregate contributions in the event of financial hardship.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting

Plan Fees and Administrative Expenses

Plan fees and administrative expenses are generally paid by the Plan, unless paid by the Company.

Use of Estimates

The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value in accordance with provisions of Financial Accounting Standards Board's Accounting Standards Codification No. 820-10, *Fair Value Measurements and Disclosures* (FASB ASC No. 820-10).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

Payment of Benefits

Benefits are recorded when paid.

NOTE C - INVESTMENTS

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

	2009	2008
JH Stable Value Fund	$ 1,548,060	$ 1,762,998
Mutual Discovery Fund	596,093	545,931
PIMCO Total Return Fund	954,494	358,483
Lifestyle - Moderate Fund	619,207	355,157
Lifestyle - Balanced Fund	428,190	312,587
Oppenheimer Developing Market Fund	623,135	318,229

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased in value by $1,445,911.

NOTE D - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has an investment contract with John Hancock Life Insurance Company (John Hancock). John Hancock maintains contributions in Guaranteed Investment Contracts (GICs). These accounts are credited with earnings on the underlying investments and charged with Plan withdrawals. The GICs are reported at contract value by John Hancock. The GICs should be reported at fair value as they are non-fully beneift responsive. The difference between fair value and contract value is not material. In 2009 and 2008, the crediting interest was 1.4% and 3.4%, respectively. The crediting interest rates are reset upon maturity of the contracts.

NOTE E - INFORMATION CERTIFIED BY CUSTODIAN (Unaudited)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that was prepared by John Hancock for the year ended December 31, 2009, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodian that such information is complete and accurate:

a. Investments as indicated on the statements of net assets available for plan benefits and in Note C.

b. Investment income as indicated on the statement of changes in net assets available for benefits; and

c. Supplemental schedule of assets held for investment purposes as of December 31, 2009.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan's 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 G - TAX STATUS

The Plan obtained it latest determination letter in January 2002, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code.

NOTE H - PARTY-IN-INTERESTS TRANSACTIONS

The Plan allows for transactions with certain parites who may perform services or have fiduciary responsibilities to the Plan. Certain Plan investments are shares of mutual funds managed by John Hancock, custodian and record-keeper of the Plan. During 2009, the Plan paid $27,992 in contract administration fees to John Hancock. Additionally, the Company paid certain administrative expenses of the Plan, including recordkeeping and audit fees. These transactions qualify as party in interest transactions for which statutory exemption exists.

NOTE I - FAIR VALUE MEASUREMENTS

The Plan has adopted the provisions of FASB ASC 820-10, which establishes a framework for measuring fair value. This 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 quoted prices in active markets for identical assets or liabilites and the lowest priority to unobservable inputs.

The hierarchy is broken down into three levels based on reliability of inputs as follows:

Level 1 - Inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets that the Plan has the abilitiy to access.

Level 2 - Inputs to the valuation methodology include quoted market 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, and inputs that are derived principally form 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 fair value measurement level for an asset or liability, within the fair value hierarchy, is based on the lowest level of input that is significant to the fair value measurement at December 31, 2009. Valuation methods need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following valuation methodologies were used for the Plan's assets to measure fair value at December 31, 2009:

Registered investment companies: Valued at the net asset value (NAV) of shares held by the Plan at year end. The NAV of registered investment companies is based upon the market value of the underlying investments and observable inputs. The NAV of the registered investment companies is classified within level 2 of the valuation hierarchy because the NAV's unit price quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Guaranteed investment contracts: The fair value of the GIC is determined by multiplying the contract value by a factor which takes into account the remaining number of months until maturity, the composite rating being earned, the declared rate and various pre-established rates of return contractually established by the issuer and are classified within level 3 of the valuation hierarchy.

Cash and cash equivalents: The carrying value is believed to be representative of its fair value based on its short term nature and is classified within level 1 of the valuation hierarchy.

Although the methods above may produce a fair value calculation that may not be indicative of the net realizable value or reflective future fair values, the Plan believes its valuation methods are appropriate and consistent with other market participants and that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurement at the reporting date.

Continued

NOTE I - FAIR VALUE MEASUREMENTS - CONTINUED

The following fair value heirarchy table presents information about the plan's investments measured at fair value on a recurring basis as of December 31, 2009 and 2008, respectively:

	Fair Value at December 31, 2009			
	Level 1	Level 2	Level 3	Total
Registered investment companies	$ -	$ 8,154,510	$ -	$ 8,154,510
Guaranteed investment contracts	-	-	130,821	130,821
Cash and cash equivalents	26,517	-	-	26,517
	26,517	8,154,510	130,821	8,311,848

	Fair Value at December 31, 2008			
	Level 1	Level 2	Level 3	Total
Registered investment companies	$ -	$ 5,912,599	$ -	$ 5,912,599
Guaranteed investment contracts	-	-	114,425	114,425
Cash and cash equivalents	26,975	-	-	26,975
	26,975	5,912,599	114,425	6,053,999

Continued

NOTE I - FAIR VALUE MEASUREMENTS - CONTINUED

The following table presents a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Guaranteed Investment Contracts
Balance, beginning of the year	$ 114,425
Purchases, sales, issuances and settlements, net	16,396
Balance, end of the year	$ 130,821

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	$ 8,311,848	$ 6,075,130
Less contributions receivable	-	(21,131)
Net assets available for benefits per Form 5500	$ 8,311,848	$ 6,053,999

The following is a reconciliation of contributions per the financial statements to the Form 5500 for the year ended December 31, 2009:

Contributions per the financial statements	$ 1,027,280
Add 2008 contribution receivable	21,131
Contributions per the Form 5500	1,048,411

NOTE K - RISKS AND UNCERTAINTIES

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

TOWER ENERGY GROUP
401(k) PLAN

SCHEDULE H - ITEM 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
EIN: 33-0442456, PLAN NO. 001
DECEMBER 31, 2009

Identity of Issuer, Borrower, User or Similar Party		Description of Investment, Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	Current Value
John Hancock Life Insurance Company	*	Lifestyle Aggressive Fund	$ 125,210
John Hancock Life Insurance Company	*	Lifestyle Growth Fund	372,609
John Hancock Life Insurance Company	*	Lifestyle Balanced Fund	428,190
John Hancock Life Insurance Company	*	Lifestyle Moderate Fund	619,207
John Hancock Life Insurance Company	*	Lifestyle Conservative Fund	267,921
John Hancock Life Insurance Company	*	Energy Fund	183,970
John Hancock Life Insurance Company	*	Oppenheimer Developing Market Fund	623,135
John Hancock Life Insurance Company	*	T. Rowe Price Science & Tech Fund	159,385
John Hancock Life Insurance Company	*	International Opportunities Fund	13,219
John Hancock Life Insurance Company	*	Small Cap Growth Index Fund	31,979
John Hancock Life Insurance Company	*	American Century Vista Fund	65,489
John Hancock Life Insurance Company	*	AIM Small Cap Growth Fund	50,672
John Hancock Life Insurance Company	*	International Value Fund	12,789
John Hancock Life Insurance Company	*	Mid-Cap Stock Fund	25,377
John Hancock Life Insurance Company	*	Franklin Small-Mid Fund	24,665
John Hancock Life Insurance Company	*	EuroPacific Growth Fund	140,888
John Hancock Life Insurance Company	*	Real Estate Securities Fund	9,998
John Hancock Life Insurance Company	*	Optimized All Cap Fund	5,573
John Hancock Life Insurance Company	*	Mid Value Fund	104,353
John Hancock Life Insurance Company	*	Columbia Value & Restructuring Fund	382,787
John Hancock Life Insurance Company	*	Blue Chip Growth Fund	130,133
John Hancock Life Insurance Company	*	BlackRock Large Value Fund	2,114
John Hancock Life Insurance Company	*	The Growth Fund of America	263,554
John Hancock Life Insurance Company	*	Fidelity Contra Fund	209,307
John Hancock Life Insurance Company	*	Mututal Global Discovery Fund	596,093
John Hancock Life Insurance Company	*	Large Cap Fund	201
John Hancock Life Insurance Company	*	Optimized Value Fund	21,903
John Hancock Life Insurance Company	*	Davis New York Venture Fund	33,276
John Hancock Life Insurance Company	*	T. Rowe Price Equity Index Fund	49,800
John Hancock Life Insurance Company	*	500 Index Fund	25,830
John Hancock Life Insurance Company	*	Mutual Beacon Fund	134,155
John Hancock Life Insurance Company	*	American Balanced Fund	316,579
John Hancock Life Insurance Company	*	PIMCO Total Return Fund	954,494
John Hancock Life Insurance Company	*	T. Rowe Price Spectrum Fund	221,595
John Hancock Life Insurance Company	*	JH Stable Value Fund	1,548,060
John Hancock Life Insurance Company	*	10 Year Compound	130,821
John Hancock Life Insurance Company	*	Cash and cash equivalents	26,517
			$ 8,311,848

* A party-in-interest as defined by ERISA

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) 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- ☐ a multiemployer plan;
- ☐ a multiple-employer plan; or
- ☒ 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:
- ☒ Form 5558;
- ☐ automatic extension;
- ☐ the DFVC program;
- ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TOWER ENERGY GROUP 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
TOWER ENERGY GROUP

1983 WEST 190TH STREET, SUITE 100

TORRANCE CA 90504-6240

2b Employer Identification Number (EIN)
33-0442456

2c Sponsor's telephone number
310-538-8000

2d Business code (see instructions)
454319

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

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

SIGN HERE	Signature of plan administrator	Date 1/24/11	Twanna Rogers 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

Name of Plan:

► Tower Energy Group 401(k) Plan

Employer Identification Number:► 33-0442456

For plan year (beginning/ending):► 01/01/2009 - 12/31/2009 Plan number:► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	John Hancock USA	Lifestyle Aggressive		125,210.35
	John Hancock USA	Lifestyle Growth		372,608.81
	John Hancock USA	Lifestyle Balanced		428,190.45
	John Hancock USA	Lifestyle Moderate		619,206.88
	John Hancock USA	Lifestyle Conservative		267,921.16
	John Hancock USA	Energy		183,969.64
	John Hancock USA	Oppenheimer Developing Mkt		623,134.68
	John Hancock USA	T. Rowe Price Sci & Tech		159,384.85
	John Hancock USA	International Opps Fund		13,218.84
	John Hancock USA	Small Cap Growth Index		31,978.68
	John Hancock USA	American Century Vista		65,488.60
	John Hancock USA	AIM Small Cap Growth		50,672.22
	John Hancock USA	International Value Fund		12,788.62
	John Hancock USA	Mid Cap Stock Fund		25,376.77
	John Hancock USA	Franklin Small-Mid Growth		24,665.32
	John Hancock USA	EuroPacific Growth Fund		140,887.82
	John Hancock USA	Real Est. Securities Fund		9,998.07
	John Hancock USA	Optimized All Cap Fund		5,572.71
	John Hancock USA	Mid Value Fund		104,353.26
	John Hancock USA	Columbia Value & Restructuring		382,786.80
	John Hancock USA	Blue Chip Growth Fund		130,132.71
	John Hancock USA	BlackRock Large Value		2,113.56
	John Hancock USA	The Growth Fund of America		263,554.05
	John Hancock USA	Fidelity ContraFund		209,307.41
	John Hancock USA	Mutual Global Discovery		596,093.03
	John Hancock USA	Large Cap Fund		200.84
	John Hancock USA	Optimized Value Fund		21,902.66
	John Hancock USA	Davis New York Venture		33,275.58
	John Hancock USA	T. Rowe Price Equity Inc		49,800.51
	John Hancock USA	500 Index Fund		25,830.18
	John Hancock USA	Mutual Beacon		134,154.56
	John Hancock USA	American Balanced Fund		316,579.21
	John Hancock USA	PIMCO Total Return		954,494.83
	John Hancock USA	T. Rowe Price Spectrum Inc		221,595.97
	John Hancock USA	John Hancock Stable Val		1,548,060.60
	John Hancock USA	10-Year Compound		130,820.56