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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1999

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

PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC.

5441 BABCOCK ROAD
SUITE 200
SAN ANTONIO, TX 78240

5441 BABCOCK ROAD
SUITE 200
SAN ANTONIO, TX 78240

2b Employer Identification Number (EIN) 74-2540870

2c Sponsor's telephone number 210-615-1117

2d Business code (see instructions) 561210

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.	07/13/2012	ANA MARIA LECEA
	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")
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC.

5441 BABCOCK ROAD
SUITE 200
SAN ANTONIO, TX 78240

3b Administrator's EIN
74-2540870

3c Administrator's telephone number
210-615-1117

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**	704
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**	653
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	87
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	740
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	3
f	Total. Add lines **6d** and **6e**	**6f**	743
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	193
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC.

D Employer Identification Number (EIN)
74-2540870

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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 65 60	RECORDKEEPER	75	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ROYCE VALUE PLUS SER - BOSTON FINAN 04-2526037	0.45%

(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

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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

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

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
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC.

D Employer Identification Number (EIN)
74-2540870

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	494629	621063
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2511792	2536861
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3006421	3157924
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3006421	3157924

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)		
(B) Participants	2a(1)(B)	643531	
(C) Others (including rollovers)	2a(1)(C)	39960	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		683491
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	55	
(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)		55
(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)	74564	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		74564
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-89818
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		668292
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	498487	
(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)		498487
f Corrective distributions (see instructions)	2f		18126
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	176	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		176
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		516789
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		151503
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: MARK B.LACKIE PC CPA **(2)** EIN: 20-8545285

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**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC.

D Employer Identification Number (EIN)
74-2540870

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 04-6568107

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: _____%

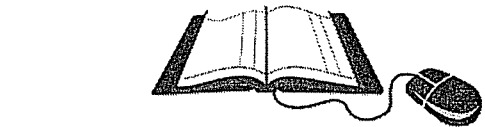
b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC.
401(k) PLAN

MODIFIED CASH BASIS FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010



San Antonio, Texas

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INDEPENDENT AUDITOR'S REPORT

To the Trustees, Plan Participants and Beneficiaries of the
Professional Performance Development Group, Inc.401k Plan
San Antonio, Texas

I was engaged to audit the accompanying statement of net assets available for plan benefits (modified cash basis) of the Professional Performance Development Group, Inc. 401(k) Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for plan benefits (modified cash basis) for the years then and the supplemental schedule of Schedule H, line 4i – Schedule of Assets Held (At End of Year) as of the year ended December 31, 2011. These financial statements and schedule are the responsibility of the Plan's management.

As discussed in Note B, the trustee prepares the Plan's financial statements in accordance with the modified cash basis of accounting which is a comprehensive basis of accounting other that generally accepted accounting principles.

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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the 2011 and 2010 financial statements and supplemental information. The Plan administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2011 and 2010 that the information provided to the Plan administrator is complete and accurate.

Because of the significance of the information that I did not audit, I am unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

Mark B. Lackie, P.C.

Mark B. Lackie, PC
June 14, 2012

1003 Beckett Drive, Suite 208 San Antonio, Texas 78213 210-387-7326 www.gaapguy.biz

Professional Performance Development Group, Inc. 401k Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR
PLAN BENEFITS - MODIFIED CASH BASIS
(See Independent Auditor's Report)

	December 31, 2011	2010
ASSETS		
INVESTMENTS:		
Cash and cash equivalents	$ 621,063	$ 494,629
Mutual fund investments - Note C	2,536,861	2,511,792
TOTAL ASSETS	3,157,924	3,006,421
Less liabilities	-	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS	**$ 3,157,924**	**$ 3,006,421**

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

Professional Performance Development Group, Inc. 401k Plan
STATEMENTS OF CHANGES IN NET ASSETS - MODIFIED CASH BASIS
(See Independent Auditor's Report)

	For the year ended December 31, 2011	2010
ADDITIONS:		
Contributions:		
Participants' deferrals	$ 643,531	$ 534,640
Participants' rollovers	39,960	17,626
Employer contributions	-	-
Total contributions	683,491	552,266
Investment earnings:		
Interest on cash and cash equivalents	55	106
Mutual fund earnings	74,564	57,170
Appreciation in value of mutual fund investments	(89,818)	200,967
TOTAL ADDITIONS	668,292	810,509
SUBTRACTIONS:		
Benefits paid to participants	498,487	414,463
Corrective distributions	18,126	-
Administrative expenses	176	549
TOTAL SUBTRACTIONS	516,789	415,012
NET INCREASE IN NET ASSETS	151,503	395,497
Net assets available for benefits - beginning of year	3,006,421	2,610,924
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	**$ 3,157,924**	**$ 3,006,421**

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

NOTE A – DESCRIPTION OF PLAN

Professional Performance Development Group, Inc. (the Plan Sponsor) formed the Professional Performance Development Group, Inc. 401k Plan (the Plan) in 1999. The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the plan's provisions.

General and Eligibility

The plan is a defined contribution plan covering all employees of the plan sponsor on the first of the month following date of employment. It is subject to the provisions of the Employee Retirement Income Security Act of 1970 (ERISA). The plan sponsor has adopted the Fidelity Volume Submitter Profit Sharing Plan with CODA.

Employee Contributions

Each year participants may contribute up to the lesser of the statutory maximum amount of compensation or 60% of pre-tax eligible compensation, as defined by the plan document. Employees over the age of 50 are entitled to make additional catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the plan. The plan is tested on an annual basis for compliance with the discrimination regulations and corrective distributions are made as necessary.

Rollover Contributions

Participants may contribute amounts representing distributions from other pre-tax retirement plans.

Employer Contributions

The plan sponsor may make annual discretionary profit sharing contributions in an amount determined at plan year-end by the Board of Directors. For the years ended December 31, 2011 and 2010, the Board of Directors elected to not make employer contributions.

Investment Options

Participants direct the investment of funds contributed on their behalf (including employer contributions, if any) into various investment options offered by the plan. The plan currently offers 24 mutual funds and a money market account as investment options for participants. Participants may change their investment options at any time by contacting the Trustee (Fidelity Management Trust Company) directly. The plan is intended to be a section 404(c) plan which means the participants and not the plan fiduciaries are responsible for the investment decisions relating to the assets in a participants individual account.

Participant Loans

The plan does not allow participant loans.

NOTE A – DESCRIPTION OF PLAN (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the plan sponsor's contributions and the plan's earnings. Each account is also charged certain administrative expenses. Allocation of plan earnings depends on account balances and the investment options selected by the participants. The benefit to which a participant is entitled (upon termination or hardship withdrawal) is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in their contributions plus actual earnings thereon. Participants are fully vested in the plan sponsor's contribution portion of their account plus actual earnings thereon immediately enrollment into the plan.

Hardship Withdrawals

Participants may obtain a hardship distribution for medical expenses, purchase of a residence, prevention of eviction or foreclosure on principal residence, college education, funeral expenses or substantial damage to the principal residence. The minimum hardship withdrawal is $500.

Payment of Benefits

Upon termination of service, a participant will be required to take distributions to close out their individual participant account within one calendar year of the date of termination unless the balance of the account is greater than $5,000. The plan administrator will direct the trustee to make a lump sum distribution of terminated participant accounts if the participant has not returned required distribution authorization forms and the account balance is less than $5,000. Terminated participants with participant account balances in excess of $5,000 will only be distributed with completed authorization forms. As required by law, participants that are over the age of the required distribution age must receive minimum distributions. Accordingly, participants over the required age must complete the appropriate authorization forms for an annual payment so that the trustee can make required distributions.

In addition, participants that are terminated from service may contact the trustee directly to initiate the distribution process. The plan sponsor reports all terminations to the trustee so that the trustee can properly distribute funds.

Administrative Expenses

The plan sponsor absorbs all of the expenses to administer the plan except for direct expenses that are deducted from participant accounts. These expenses include overnight delivery fees when a participant requests overnight delivery of a disbursement. For the years ended December 31, 2011 and 2010, the plan trustee (Fidelity Investments Institutional Operations Company, Inc.) charged total fees of $176 and $549, respectively.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The plan administrator has elected to prepare the plan's financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under the modified cash basis of accounting, contributions and investment earnings are recorded as they are received and plan expenses and distributions to participants are recorded as paid. The modified cash basis of accounting is an acceptable method of accounting for employee benefit plans in accordance with Internal Revenue Code (IRC) and Department of Labor (DOL) regulations.

Investment Valuation

The plan's investments are stated at fair value based on quoted market prices which represent the net asset value of shares held by the plan at year-end.

Estimates

The preparation of financial statements requires the plan administrator and the plan trustee to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE C – INVESTMENTS AND CONCENTRATIONS OF CREDIT RISK

The following presents investments at December 31, 2011 that represent 5% or more of the plan's beginning of 2011 plan year net assets:

Investment	Number of Mutual Fund Shares Held	Fair Market Value
Fidelity Freedom 2020 Fund	26,372.051	$346,001
Spartan 500 Index Inv Fund	4,904.347	218,194
Fidelity Disciplined Equity Fund	9,637.165	207,295
Fidelity Freedom 2030 Fund	15,410.467	197,870
Fidelity Intermediate Bond Fund	18,155.395	197,531
Fidelity Freedom 2015 Fund	17,055.900	186,421
Fidelity Fund	5,489.968	171,013
Fidelity Freedom 2040 Fund	22,023.184	192,091

NOTE C – INVESTMENTS AND CONCENTRATIONS OF CREDIT RISK (Continued)

The following presents investments at December 31, 2010 that represent 5% or more of the plan's beginning of 2010 plan year net assets:

Investment	Number of Mutual Fund Shares Held	Fair Market Value
Fidelity Freedom 2020 Fund	24,092.213	$332,232
Fidelity Freedom 2030 Fund	18,701.504	257,520
Fidelity Disciplined Equity Fund	10,374.301	240,492
Fidelity Freedom 2010 Fund	16,899.586	229,665
Fidelity Freedom 2015 Fund	18,047.361	204,657
Spartan 500 Index Inv Fund	4,523.311	201,197
Fidelity Fund	5,282.643	169,837
Fidelity Intermediate Bond Fund	15,927.824	168,039
Fidelity Equity Income Fund	3,754.376	166,169
Fidelity Freedom 2040 Fund	17,449.834	139,773

During the years ended December 31, 2011 and 2010, the plan's mutual investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $(89,818) and $200,967 respectively. The mutual funds are diversified in accordance with DOL regulations.

Since substantially all of the plan's assets are investment in mutual funds, the plan's investments are subject to the fluctuations in the stock market.

NOTE D – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The mutual fund investments, money market funds and investment gain included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the trustee (Fidelity Management Trust Company) as of and for the years ended December 31, 2011 and 2010.

NOTE E – RELATED PARTY (PARTY-IN-INTEREST) TRANSACTIONS

Fidelity Management Trust Company (the trustee) charges an overnight fee for participants requesting overnight delivery of their disbursements that is deducted from the amount disbursed. Fidelity Management Trust Company is the trustee as defined by the plan and, therefore these transactions qualify as party-in-interest transactions. For the plan years ended December 31 2011 and 2010, the administrative fees paid by the plan amounted to $176 and $549, respectively. The plan sponsor absorbs all other expenses of the plan.

NOTE F – PLAN TERMINATION

Although it has not expressed any intent to do so, the plan 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 would become 100% vested in their employer contributions.

NOTE G – TAX STATUS

The Fidelity Volume Submitter Defined Contribution Plan with CODA obtained its latest determination letter on March 31,2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC and that any employee benefit plans adopting such prototype plan will be similarly qualified.

The plan administrator and the plan's tax counsel, however, believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Since the Professional Performance Development Group, Inc. 401(k) Plan is such a plan, the plan and trust are also designed in accordance with the applicable sections of the IRC. The Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

Professional Performance Development Group, Inc. 401k Plan
Plan Sponsor's Employer Identification Number: 74-2540870
Plan Number: 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
As of December 31, 2011
(See Independent Auditor's Report)

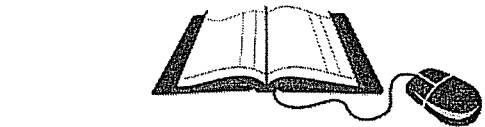
Column (a)	Column (b)	Column (c)	Column (d)	Column (e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
Money Market Funds:				
	Fidelity Retirement Plans Money Market Account	Money Market Account	$ N/A	$ 621,063
Mutual Funds:				
	Fidelity Freedom 2020 Fund	26,372.051 mutual fund shares	$ N/A	$ 346,001
	Spartan 500 Index Inv Fund	4,904.347 mutual fund shares	N/A	218,194
	Fidelity Disciplined Equity Fund	9,637.165 mutual fund shares	N/A	207,295
	Fidelity Freedom 2030 Fund	15,410.467 mutual fund shares	N/A	197,870
	Fidelity Intermediate Bond Fund	18,155.395 mutual fund shares	N/A	197,531
	Fidelity Freedom 2015 Fund	17,055.900 mutual fund shares	N/A	186,421
	Fidelity Fund	5,489.968 mutual fund shares	N/A	171,013
	Fidelity Freedom 2040 Fund	22,023.184 mutual fund shares	N/A	162,091
	Fidelity Equity Income Fund	3,221.446 mutual fund shares	N/A	133,078
	Fidelity Freedom 2010 Fund	9,369.898 mutual fund shares	N/A	122,746
	Fidelity Strategic Income Fund	10,017.197 mutual fund shares	N/A	108,286
	Fidelity Freedom 2025 Fund	7,933.275 mutual fund shares	N/A	85,759
	Fidelity Freedom Income Fund	7,478.909 mutual fund shares	N/A	84,063
	Fidelity Small Cap Discovery Fund	3,746.502 mutual fund shares	N/A	75,042
	Fidelity Freedom 2035 Fund	6,599.655 mutual fund shares	N/A	69,626
	Fidelity Focused High Income Fund	5,856.620 mutual fund shares	N/A	52,417
	Spartan International Index InvFund	893.603 mutual fund shares	N/A	26,585
	Fidelity Freedom 2000 Fund	2,215.911 mutual fund shares	N/A	26,325
	Fidelity Inflation Protect Bond Fund	1,974.617 mutual fund shares	N/A	25,236
	Fidelity Freedom 2045 Fund	2,245.772 mutual fund shares	N/A	19,516
	Royce Value Plus Service	1,130.722 mutual fund shares	N/A	13,569
	Fidelity Freedom 2050 Fund	861.517 mutual fund shares	N/A	7,357
	Fidelity Freedom 2005 Fund	79.953 mutual fund shares	N/A	840
			$ N/A	$2,536,861

N/A - Cost basis is not required for investments held in participant directed individual accounts.

PROFESSIONAL PERFORMANCE DEVELOPMENT GROUP, INC.
401(k) PLAN

MODIFIED CASH BASIS FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010



San Antonio, Texas

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INDEPENDENT AUDITOR'S REPORT

To the Trustees, Plan Participants and Beneficiaries of the
Professional Performance Development Group, Inc.401k Plan
San Antonio, Texas

I was engaged to audit the accompanying statement of net assets available for plan benefits (modified cash basis) of the Professional Performance Development Group, Inc. 401(k) Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for plan benefits (modified cash basis) for the years then and the supplemental schedule of Schedule H, line 4i – Schedule of Assets Held (At End of Year) as of the year ended December 31, 2011. These financial statements and schedule are the responsibility of the Plan's management.

As discussed in Note B, the trustee prepares the Plan's financial statements in accordance with the modified cash basis of accounting which is a comprehensive basis of accounting other that generally accepted accounting principles.

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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the 2011 and 2010 financial statements and supplemental information. The Plan administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2011 and 2010 that the information provided to the Plan administrator is complete and accurate.

Because of the significance of the information that I did not audit, I am unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

Mark B. Lackie, P.C.

Mark B. Lackie, PC
June 14, 2012

1003 Beckett Drive, Suite 208 San Antonio, Texas 78213 210-387-7326 www.gaapguy.biz

Professional Performance Development Group, Inc. 401k Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR
PLAN BENEFITS - MODIFIED CASH BASIS
(See Independent Auditor's Report)

	December 31, 2011	2010
ASSETS		
INVESTMENTS:		
Cash and cash equivalents	$ 621,063	$ 494,629
Mutual fund investments - Note C	2,536,861	2,511,792
TOTAL ASSETS	3,157,924	3,006,421
Less liabilities	-	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS	**$ 3,157,924**	**$ 3,006,421**

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

Professional Performance Development Group, Inc. 401k Plan
STATEMENTS OF CHANGES IN NET ASSETS - MODIFIED CASH BASIS
(See Independent Auditor's Report)

	For the year ended December 31, 2011	2010
ADDITIONS:		
Contributions:		
Participants' deferrals	$ 643,531	$ 534,640
Participants' rollovers	39,960	17,626
Employer contributions	-	-
Total contributions	683,491	552,266
Investment earnings:		
Interest on cash and cash equivalents	55	106
Mutual fund earnings	74,564	57,170
Appreciation in value of mutual fund investments	(89,818)	200,967
TOTAL ADDITIONS	668,292	810,509
SUBTRACTIONS:		
Benefits paid to participants	498,487	414,463
Corrective distributions	18,126	-
Administrative expenses	176	549
TOTAL SUBTRACTIONS	516,789	415,012
NET INCREASE IN NET ASSETS	151,503	395,497
Net assets available for benefits - beginning of year	3,006,421	2,610,924
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	**$ 3,157,924**	**$ 3,006,421**

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

NOTE A – DESCRIPTION OF PLAN

Professional Performance Development Group, Inc. (the Plan Sponsor) formed the Professional Performance Development Group, Inc. 401k Plan (the Plan) in 1999. The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the plan's provisions.

General and Eligibility

The plan is a defined contribution plan covering all employees of the plan sponsor on the first of the month following date of employment. It is subject to the provisions of the Employee Retirement Income Security Act of 1970 (ERISA). The plan sponsor has adopted the Fidelity Volume Submitter Profit Sharing Plan with CODA.

Employee Contributions

Each year participants may contribute up to the lesser of the statutory maximum amount of compensation or 60% of pre-tax eligible compensation, as defined by the plan document. Employees over the age of 50 are entitled to make additional catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the plan. The plan is tested on an annual basis for compliance with the discrimination regulations and corrective distributions are made as necessary.

Rollover Contributions

Participants may contribute amounts representing distributions from other pre-tax retirement plans.

Employer Contributions

The plan sponsor may make annual discretionary profit sharing contributions in an amount determined at plan year-end by the Board of Directors. For the years ended December 31, 2011 and 2010, the Board of Directors elected to not make employer contributions.

Investment Options

Participants direct the investment of funds contributed on their behalf (including employer contributions, if any) into various investment options offered by the plan. The plan currently offers 24 mutual funds and a money market account as investment options for participants. Participants may change their investment options at any time by contacting the Trustee (Fidelity Management Trust Company) directly. The plan is intended to be a section 404(c) plan which means the participants and not the plan fiduciaries are responsible for the investment decisions relating to the assets in a participants individual account.

Participant Loans

The plan does not allow participant loans.

NOTE A – DESCRIPTION OF PLAN (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the plan sponsor's contributions and the plan's earnings. Each account is also charged certain administrative expenses. Allocation of plan earnings depends on account balances and the investment options selected by the participants. The benefit to which a participant is entitled (upon termination or hardship withdrawal) is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in their contributions plus actual earnings thereon. Participants are fully vested in the plan sponsor's contribution portion of their account plus actual earnings thereon immediately enrollment into the plan.

Hardship Withdrawals

Participants may obtain a hardship distribution for medical expenses, purchase of a residence, prevention of eviction or foreclosure on principal residence, college education, funeral expenses or substantial damage to the principal residence. The minimum hardship withdrawal is $500.

Payment of Benefits

Upon termination of service, a participant will be required to take distributions to close out their individual participant account within one calendar year of the date of termination unless the balance of the account is greater than $5,000. The plan administrator will direct the trustee to make a lump sum distribution of terminated participant accounts if the participant has not returned required distribution authorization forms and the account balance is less than $5,000. Terminated participants with participant account balances in excess of $5,000 will only be distributed with completed authorization forms. As required by law, participants that are over the age of the required distribution age must receive minimum distributions. Accordingly, participants over the required age must complete the appropriate authorization forms for an annual payment so that the trustee can make required distributions.

In addition, participants that are terminated from service may contact the trustee directly to initiate the distribution process. The plan sponsor reports all terminations to the trustee so that the trustee can properly distribute funds.

Administrative Expenses

The plan sponsor absorbs all of the expenses to administer the plan except for direct expenses that are deducted from participant accounts. These expenses include overnight delivery fees when a participant requests overnight delivery of a disbursement. For the years ended December 31, 2011 and 2010, the plan trustee (Fidelity Investments Institutional Operations Company, Inc.) charged total fees of $176 and $549, respectively.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The plan administrator has elected to prepare the plan's financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under the modified cash basis of accounting, contributions and investment earnings are recorded as they are received and plan expenses and distributions to participants are recorded as paid. The modified cash basis of accounting is an acceptable method of accounting for employee benefit plans in accordance with Internal Revenue Code (IRC) and Department of Labor (DOL) regulations.

Investment Valuation

The plan's investments are stated at fair value based on quoted market prices which represent the net asset value of shares held by the plan at year-end.

Estimates

The preparation of financial statements requires the plan administrator and the plan trustee to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE C – INVESTMENTS AND CONCENTRATIONS OF CREDIT RISK

The following presents investments at December 31, 2011 that represent 5% or more of the plan's beginning of 2011 plan year net assets:

Investment	Number of Mutual Fund Shares Held	Fair Market Value
Fidelity Freedom 2020 Fund	26,372.051	$346,001
Spartan 500 Index Inv Fund	4,904.347	218,194
Fidelity Disciplined Equity Fund	9,637.165	207,295
Fidelity Freedom 2030 Fund	15,410.467	197,870
Fidelity Intermediate Bond Fund	18,155.395	197,531
Fidelity Freedom 2015 Fund	17,055.900	186,421
Fidelity Fund	5,489.968	171,013
Fidelity Freedom 2040 Fund	22,023.184	192,091

NOTE C – INVESTMENTS AND CONCENTRATIONS OF CREDIT RISK (Continued)

The following presents investments at December 31, 2010 that represent 5% or more of the plan's beginning of 2010 plan year net assets:

Investment	Number of Mutual Fund Shares Held	Fair Market Value
Fidelity Freedom 2020 Fund	24,092.213	$332,232
Fidelity Freedom 2030 Fund	18,701.504	257,520
Fidelity Disciplined Equity Fund	10,374.301	240,492
Fidelity Freedom 2010 Fund	16,899.586	229,665
Fidelity Freedom 2015 Fund	18,047.361	204,657
Spartan 500 Index Inv Fund	4,523.311	201,197
Fidelity Fund	5,282.643	169,837
Fidelity Intermediate Bond Fund	15,927.824	168,039
Fidelity Equity Income Fund	3,754.376	166,169
Fidelity Freedom 2040 Fund	17,449.834	139,773

During the years ended December 31, 2011 and 2010, the plan's mutual investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $(89,818) and $200,967 respectively. The mutual funds are diversified in accordance with DOL regulations.

Since substantially all of the plan's assets are investment in mutual funds, the plan's investments are subject to the fluctuations in the stock market.

NOTE D – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The mutual fund investments, money market funds and investment gain included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the trustee (Fidelity Management Trust Company) as of and for the years ended December 31, 2011 and 2010.

NOTE E – RELATED PARTY (PARTY-IN-INTEREST) TRANSACTIONS

Fidelity Management Trust Company (the trustee) charges an overnight fee for participants requesting overnight delivery of their disbursements that is deducted from the amount disbursed. Fidelity Management Trust Company is the trustee as defined by the plan and, therefore these transactions qualify as party-in-interest transactions. For the plan years ended December 31 2011 and 2010, the administrative fees paid by the plan amounted to $176 and $549, respectively. The plan sponsor absorbs all other expenses of the plan.

NOTE F – PLAN TERMINATION

Although it has not expressed any intent to do so, the plan 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 would become 100% vested in their employer contributions.

NOTE G – TAX STATUS

The Fidelity Volume Submitter Defined Contribution Plan with CODA obtained its latest determination letter on March 31,2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC and that any employee benefit plans adopting such prototype plan will be similarly qualified.

The plan administrator and the plan's tax counsel, however, believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Since the Professional Performance Development Group, Inc. 401(k) Plan is such a plan, the plan and trust are also designed in accordance with the applicable sections of the IRC. The Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

Professional Performance Development Group, Inc. 401k Plan
Plan Sponsor's Employer Identification Number: 74-2540870
Plan Number: 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
As of December 31, 2011
(See Independent Auditor's Report)

Column (a)	Column (b)	Column (c)	Column (d)	Column (e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
Money Market Funds:				
	Fidelity Retirement Plans Money Market Account	Money Market Account	$ N/A	$ 621,063
Mutual Funds:				
	Fidelity Freedom 2020 Fund	26,372.051 mutual fund shares	$ N/A	$ 346,001
	Spartan 500 Index Inv Fund	4,904.347 mutual fund shares	N/A	218,194
	Fidelity Disciplined Equity Fund	9,637.165 mutual fund shares	N/A	207,295
	Fidelity Freedom 2030 Fund	15,410.467 mutual fund shares	N/A	197,870
	Fidelity Intermediate Bond Fund	18,155.395 mutual fund shares	N/A	197,531
	Fidelity Freedom 2015 Fund	17,055.900 mutual fund shares	N/A	186,421
	Fidelity Fund	5,489.968 mutual fund shares	N/A	171,013
	Fidelity Freedom 2040 Fund	22,023.184 mutual fund shares	N/A	162,091
	Fidelity Equity Income Fund	3,221.446 mutual fund shares	N/A	133,078
	Fidelity Freedom 2010 Fund	9,369.898 mutual fund shares	N/A	122,746
	Fidelity Strategic Income Fund	10,017.197 mutual fund shares	N/A	108,286
	Fidelity Freedom 2025 Fund	7,933.275 mutual fund shares	N/A	85,759
	Fidelity Freedom Income Fund	7,478.909 mutual fund shares	N/A	84,063
	Fidelity Small Cap Discovery Fund	3,746.502 mutual fund shares	N/A	75,042
	Fidelity Freedom 2035 Fund	6,599.655 mutual fund shares	N/A	69,626
	Fidelity Focused High Income Fund	5,856.620 mutual fund shares	N/A	52,417
	Spartan International Index InvFund	893.603 mutual fund shares	N/A	26,585
	Fidelity Freedom 2000 Fund	2,215.911 mutual fund shares	N/A	26,325
	Fidelity Inflation Protect Bond Fund	1,974.617 mutual fund shares	N/A	25,236
	Fidelity Freedom 2045 Fund	2,245.772 mutual fund shares	N/A	19,516
	Royce Value Plus Service	1,130.722 mutual fund shares	N/A	13,569
	Fidelity Freedom 2050 Fund	861.517 mutual fund shares	N/A	7,357
	Fidelity Freedom 2005 Fund	79.953 mutual fund shares	N/A	840
			$ N/A	$2,536,861

N/A - Cost basis is not required for investments held in participant directed individual accounts.