Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TRILOGY FINANCIAL SERVICES, INC. 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1999

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

TRILOGY FINANCIAL SERVICES, INC.

17011 BEACH BLVD STE 800
HUNTINGTON BEACH, CA 92647-5995

2b Employer Identification Number (EIN)
33-0845526

2c Sponsor's telephone number
714-843-9977

2d Business code (see instructions)
523110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	JEFF MOTSKE
	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")
TRILOGY FINANCIAL SERVICES, INC.

17011 BEACH BLVD STE 800
HUNTINGTON BEACH, CA 92647-5995

3b Administrator's EIN
33-0845526

3c Administrator's telephone number
714-843-9977

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**	164
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**	161
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	38
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	199
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	199
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	170
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	29
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:
2A 2E 2G 2J 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)		0	**A** (Insurance Information)
(4)			**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

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
TRILOGY FINANCIAL SERVICES, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TRILOGY FINANCIAL SERVICES, INC.

D Employer Identification Number (EIN)
33-0845526

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)	115357	155578
(2) Participant contributions	1b(2)	7696	6486
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	31606	211
(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)	197203	249579
(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)	4017910	4087680
(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	4369772	4499534
Liabilities			
g Benefit claims payable	1g	4212	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	4212	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4365560	4499534

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)	155578	
(B) Participants	2a(1)(B)	315565	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		471143
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	9978	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9978
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-167282
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		313839
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	177965	
	(2) To insurance carriers for the provision of benefits	2e(2)	0	
	(3) Other	2e(3)	0	
	(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		177965
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		0
h	Interest expense	2h		0
i	Administrative expenses: **(1)** Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	0	
	(3) Investment advisory and management fees	2i(3)	0	
	(4) Other	2i(4)	1900	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1900
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		179865
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		133974
l	Transfers of assets:			
	(1) To this plan	2l(1)		0
	(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITE, NELSON & CO., LLP **(2)** EIN: 33-0686301

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		400000
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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
TRILOGY FINANCIAL SERVICES, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TRILOGY FINANCIAL SERVICES, INC.

D Employer Identification Number (EIN)
33-0845526

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): 94-3185771

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):

TRILOGY FINANCIAL SERVICES, INC
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2011

WITH INDEPENDENT AUDITORS' REPORT

TRILOGY FINANCIAL SERVICES, INC.
401(k) PROFIT SHARING PLAN
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DECEMBER 31, 2011

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WHITE NELSON DIEHL EVANS LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Plan Committee of the
Trilogy Financial Services, Inc. 401(k) Profit Sharing Plan
Huntington Beach, CA

We were engaged to audit the financial statements of Trilogy Financial Services, Inc. 401(k) Profit Sharing Plan ("the Plan") as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. 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 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 ERISA.

White Nelson Diehl Evans LLP

Irvine, California
October 11, 2012

2875 Michelle Drive, Suite 300, Irvine, CA 92606 • Tel: 714.978.1300 • Fax: 714.978.7893

Offices located in Orange and San Diego Counties

TRILOGY FINANCIAL SERVICES, INC. 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

ASSETS

	2011	2010
Investments:		
At Fair Value:		
Mutual Funds	$ 4,078,837	$ 3,959,147
Money Market Fund	9,053	90,369
Total Investments At Fair Value	4,087,890	4,049,516
Receivables:		
Participant Contributions	6,486	7,696
Employer Contributions	155,578	115,357
Notes Receivable From Participants	249,578	197,203
Total Receivables	411,642	320,256
Total Assets	4,499,532	4,369,772

LIABILITIES

Excess Contributions Payable	-	4,212
Total Liabilities	-	4,212
Net Assets Available For Benefits	$ 4,499,532	$ 4,365,560

The accompanying notes are an integral part of these financial statements

TRILOGY FINANCIAL SERVICES, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

Additions To Net Assets Attributed To:		
Contributions:		
Participant Contributions	$	315,565
Employer Contributions		155,578
Total Contributions		471,143
Earnings (Losses) On Investments At Fair Value:		
Net Realized And Unrealized Losses On Investments		(167,324)
Interest Income From Money Market Fund		40
Total Earnings (Losses) On Investments		(167,284)
Interest On Notes Receivable From Participants		9,978
Total Additions To Net Assets Available For Benefits		313,837
Deductions From Net Assets Attributed To:		
Benefit Payments		177,965
Administrative Expenses		1,900
Total Deductions From Net Assets Available For Benefits		179,865
Increase In Net Assets Available For Benefits		133,972
Net Assets Available For Benefits, December 31, 2010		4,365,560
Net Assets Available For Benefits, December 31, 2011	$	4,499,532

The accompanying notes are an integral part of these financial statements

TRILOGY FINANCIAL SERVICES, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE A: **Description Of Plan** - The following description of the Trilogy Financial Services, Inc. 401(k) Profit Sharing Plan ("the Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(1) General - The Plan is a defined contribution plan which was adopted by Trilogy Financial Services ("the Company") effective January 1, 1999, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide retirement benefits for substantially all employees who have completed at least six months of service and are age 21 or older.

(2) Contributions - Participants may elect to contribute 100 percent of their annual wages up to a maximum deferral limitation, as prescribed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make matching and profit sharing contributions at the discretion of the Board of Directors. For the year ended December 31, 2011, the Company made profit sharing contributions of $155,578 and no matching contributions.

(3) Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, and (c) charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(4) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested at the rate of 20 percent each year after two years of service and is considered to be 100 percent vested after six years of credited service.

(5) Notes Receivable From Participants - Participants may borrow against their account balance within Plan guidelines. Loan terms are at the discretion of the borrower but generally cannot exceed five years. The loan amount can be a minimum of $1,000, but cannot exceed the lesser of (a) one-half of the participant's non-forfeitable interest under the Plan, or (b) $50,000. The loans are secured by the vested balance in the participant's account. Interest is charged on the outstanding balance at rates determined by the plan administrator based on the prevailing interest rates. Principal and interest is paid ratably through bi-weekly payroll deductions.

NOTE A: **Description Of Plan** - (Continued)

(6) Benefit Payments - Upon termination of service due to death, disability, retirement, or for other reasons where vested value is more than $1,000, a participant may elect to receive either a lump-sum distribution equal to the vested portion of his or her account or an annuity over the life of the participant or designated beneficiary, as defined in the Plan document. For termination of service outside of death, disability and retirement where the vested value is no more than $1,000, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution. Additionally, under certain circumstances of financial hardship, participants may make withdrawals from the Plan.

(7) Forfeitures - Forfeitures of the employees' non-vested portion of the Company's contributions are used to reduce future employer contributions and administrative fees. For the years ended December 31, 2011 and 2010 available forfeited non-vested accounts totaled $211 and $31,606, respectively. For the year ended December 31, 2011, there were no forfeitures utilized.

(8) Administrative Expenses - Certain administrative functions are performed by officers or employees of the Company. No such officer or employee received compensation from the Plan. Investment fees and certain transaction fees are paid by the Plan; all other administrative expenses incurred by the Plan are absorbed by the Company.

Investment management fees and operating expenses charged to the Plan for investments in the various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation/depreciation in fair values of investments.

NOTE B: **Summary Of Significant Accounting Policies** - The following are the significant accounting policies followed by the Plan:

(1) Basis Of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America.

(2) Investment Valuation And Income Recognition - The Plan's investments are stated at fair value at December 31, 2011 and 2010. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note L for discussion of fair value measurements.

NOTE B: **Summary Of Significant Accounting Policies** - (Continued)

(2) Investment Valuation And Income Recognition - (Continued)

Purchases and sales of investments are recorded as of the trade date. Dividends are accrued as of the ex-dividend date. Capital gains and/or losses are reported the day after the trade date.

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits in net realized and unrealized gains (losses) by each major investment type.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

(3) Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

(4) Payment Of Benefits - Benefits are recorded when paid.

(5) Use Of Estimates - The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and gains, and expenses and losses. 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.

(6) New Accounting Pronouncement - In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, "*Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS's*", (ASU 2011-04). ASU 2011-04 represents clarifications of Topic 820 provisions, but also expands the disclosure requirements for assets measured using Level 3 inputs. This update will be effective in the year ending December 31, 2012, and the Plan is currently evaluating the impact of the pending adoption of ASU 2011-04 on the Plan's financial statements.

NOTE C: **Concentrations, 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 statements of net assets available for benefits.

NOTE C: **Concentrations, Risks And Uncertainties** - (Continued)

The Plan held a substantial amount of its assets with one institution. In the event of the institution's failure, the Plan is at risk of loss in any of its funds which could fail to the extent of the dollars invested in the funds.

NOTE D: **Information Prepared And Certified By Wilmington Trust Company** - The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the custodian:

	2011	2010
Investments At Fair Value:		
Mutual Funds	$ 4,078,837	$ 3,959,147
Money Market Fund	9,053	90,369
Total Investments, At Fair Value	$ 4,087,890	$ 4,049,516
Notes Receivable From Participants	$ 249,578	$ 197,203

Wilmington Trust Company certified the completeness and accuracy of $40 of interest income from the money market fund, $167,324 of net depreciation in fair value of investments in mutual funds, and $9,978 of interest income related to notes receivable from participants for the year ended December 31, 2011.

NOTE E: **Investments** - The following table presents investments that represent 5 percent or more of the Plan's net assets:

	2011	2010
Mutual Funds:		
AST Emerging Markets Equity Index E	$ 394,610	$ 363,527
AST Equity 500 ETF CL 6	542,497	363,041
AST Int'l Equity Index ETF CL 6	221,987	*
AST Small Cap Value Index ETF CL 6	333,287	331,808
Avatar Aggressive Growth ETF Fund CL 35	942,623	1,639,255
Avatar Growth ETF Fund CL 35	217,819	275,933
Dreyfus Active MidCap Fund	317,361	*
Oppenheimer Global Opportunity	249,219	213,941
Sentinel Common Stock A	275,966	*
Van Kampen Eq & Inc A	330,941	*

* Investments that represent less than 5 percent of the Plan's net assets.

TRILOGY FINANCIAL SERVICES, INC.
401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

NOTE F: **Excess Contributions Payable** - ERISA requires the Plan to satisfy certain nondiscrimination provisions. For the year ended December 31, 2010, the Plan was required to return $4,212 in contributions in order to satisfy these provisions. There were no excess contributions payable for the year ended December 31, 2011.

NOTE G: **Plan Termination** - Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, all participants would become fully vested in their accounts.

NOTE H: **Withdrawn Participants** - At December 31, 2011 and 2010, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid.

NOTE I: **Party-In-Interest** - Certain investments in mutual funds are managed by Wilmington Trust which is the Custodian, as defined by the Plan, therefore, these investments qualify as party-in interest transactions. In addition, notes receivable from participants represent loans to employees, and therefore, also qualify as party-in-interest transactions.

NOTE J: **Tax Status** - The Plan is based on Charter Oak Pension Group LLC Volume Submitter Profit Sharing Plan with CODA, which received a determination letter from the Internal Revenue Service (IRS) dated October 29, 2008, stating that the Prototype Plan was designed in accordance with the provisions of the Internal Revenue Code (IRC). The Plan has not yet filed for its own determination letter from the IRS. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE K: **Fidelity Bond** - ERISA requires that the Plan be covered by a fidelity bond. The amount of bond must be equal to the lesser of 10 percent of the funds handled or $500,000. As of December 31, 2011, the bond fell below the required amount. The Company is aware of the occurrence and has secured sufficient bonding in 2012.

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Funds: The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

Money Market Fund: Valued at its amortized cost, which approximates fair value.

NOTE L: **Fair Value Measurements** - (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Balanced Funds	$ 1,690,831	$ -	$ -	$1,690,831
International Stocks	865,816	-	-	865,816
U.S. Bonds	53,080	-	-	53,080
U.S. Stocks	1,469,110	-	-	1,469,110
Money Market Fund	9,053	-	-	9,053
Total Assets At Fair Value	$ 4,087,890	$ -	$ -	$4,087,890

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Balanced Funds	$ 2,164,305	$ -	$ -	$2,164,305
International Stocks	767,721	-	-	767,721
U.S. Bonds	34,701	-	-	34,701
U.S. Stocks	992,420	-	-	992,420
Money Market Fund	90,369	-	-	90,369
Total Assets At Fair Value	$ 4,049,516	$ -	$ -	$4,049,516

NOTE M: **Subsequent Events** - The Plan has evaluated subsequent events through October 11, 2012, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

TRILOGY FINANCIAL SERVICES, INC. 401(k) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

Form 5500, Schedule H, Line 4i
Plan Name: Trilogy Financial Services, Inc. 401(k) Profit Sharing Plan
Plan #: 001
Employer I.D.: 33-0845526

(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
	Money Market Fund			
*	Wilmington Trust Federal Savings Bank	Money Market	**	9,053
	Mutual Funds			
	AST Investment Services, Inc.	AST Emerging Mrkts Equity Index E	**	394,610
	AST Investment Services, Inc.	AST Equity 500 ETF CL 6	**	542,497
	AST Investment Services, Inc.	AST Int'l Equity Index ETF CL 6	**	221,987
	AST Investment Services, Inc.	AST Invst Grade Bond Index ETF CL 6	**	51,933
	AST Investment Services, Inc.	AST Short-Term Bond Index ETF CL 6	**	1,147
	AST Investment Services, Inc.	AST Small Cap Value Index ETF CL 6	**	333,287
*	Wilmington Trust Federal Savings Bank	Avatar Aggressive Growth ETF Fund CL 35	**	942,623
*	Wilmington Trust Federal Savings Bank	Avatar Capital Preservation ETF Fund CL 35	**	13,813
*	Wilmington Trust Federal Savings Bank	Avatar Growth ETF Fund CL 35	**	217,819
*	Wilmington Trust Federal Savings Bank	Avatar Income & Growth ETF Fund CL35	**	83,965
*	Wilmington Trust Federal Savings Bank	Avatar Income ETF Fund CL 35	**	19,252
*	Wilmington Trust Federal Savings Bank	Navigator Capital Preservation	**	14,608
*	Wilmington Trust Federal Savings Bank	Navigator Conservative Growth	**	67,810
	The Dreyfus Corporation	Dreyfus Active MidCap Fund	**	317,361
	Oppenheimer Funds	Oppenheimer Global Opp	**	249,219
	Sentinel Investments	Sentinel Common Stock A	**	275,966
	Van Kampen Investments	Van Kampen Eq & Inc A	**	330,940
	Total Mutual Funds		**	4,078,837
*	**Notes Receivable From Participants**	4.25% - 8.75%	**	249,578
	Total Assets Held At End Of Year		**	4,337,468

* Party-In Interest
** Cost Information Excluded As Permitted For All Participant-Directed Accounts

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TRILOGY FINANCIAL SERVICES, INC. 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1999

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

TRILOGY FINANCIAL SERVICES, INC.

17011 BEACH BLVD STE 800

HUNTINGTON BEACH CA 92647-5995

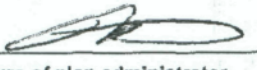
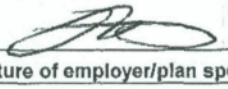
2b Employer Identification Number (EIN) 33-0845526

2c Sponsor's telephone number 714-843-9977

2d Business code (see instructions) 523110

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		10/11/12	JEFF MOTSKE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/11/12	JEFF MOTSKE
	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") TRILOGY FINANCIAL SERVICES, INC. 17011 BEACH BLVD STE 800 HUNTINGTON BEACH CA 92647-5995	**3b** Administrator's EIN 33-0845526	
	3c Administrator's telephone number 714-843-9977	
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**	164
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**	161
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	38
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	199
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	199
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	170
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	29
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:
2A 2E 2G 2J 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	Insurance	(1)	Insurance
(2)	Code section 412(e)(3) insurance contracts	(2)	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	(3) [X]	Trust
(4)	General assets of the sponsor	(4)	General assets of the sponsor

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

a Pension Schedules		**b General Schedules**	
(1) [X]	**R** (Retirement Plan Information)	(1) [X]	**H** (Financial Information)
(2)	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	**I** (Financial Information – Small Plan)
		(3) ___	**A** (Insurance Information)
		(4)	**C** (Service Provider Information)
(3)	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	**D** (DFE/Participating Plan Information)
		(6)	**G** (Financial Transaction Schedules)

Name of Plan: Trilogy Financial Services, Inc. 401K Profit Sharing Plan
EIN: 33-0845526
PN: 001

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

(a)	(b) Identity of issue, borrower, lesser, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	AST Emerging Mrkts Equity Index ETF CL 6	Value of interest in mutual fund	Unknown	$394,610
	AST Equity 500 ETF CL 6	Value of interest in mutual fund	Unknown	$542,497
	AST Int'l Equity Index ETF CL 6	Value of interest in mutual fund	Unknown	$221,987
	AST Invst Grade Bond Index ETF CL 6	Value of interest in mutual fund	Unknown	$51,933
	AST Short-Term Bond Index ETF CL 6	Value of interest in mutual fund	Unknown	$1,147
	AST Small Cap Value Index ETF CL 6	Value of interest in mutual fund	Unknown	$333,287
	Avatar Aggressive Growth ETF Fund CL 35	Value of interest in mutual fund	Unknown	$942,623
	Avatar Capital Preservation ETF Fund CL 35	Value of interest in mutual fund	Unknown	$13,813
	Avatar Growth ETF Fund CL 35	Value of interest in mutual fund	Unknown	$217,819
	Avatar Income & Growth ETF Fund CL 35	Value of interest in mutual fund	Unknown	$83,965
	Avatar Income ETF CL 35	Value of interest in mutual fund	Unknown	$19,252
	Dreyfus Active MidCap Fund	Value of interest in mutual fund	Unknown	$317,361
	Employee Cash Account	Value of interest in mutual fund	Unknown	$205
	Invesco Van Kampen Equity & Income A	Value of interest in mutual fund	Unknown	$330,941
	Money Market	Value of interest in mutual fund	Unknown	$8,637
	Oppenheimer Global Opp	Value of interest in mutual fund	Unknown	$249,219
	Sentinel Common Stock A	Value of interest in mutual fund	Unknown	$275,966
	Navigator Capital Preservation	Value of interest in mutual fund	Unknown	$14,608
	Navigator Conservative Growth	Value of interest in mutual fund	Unknown	$67,810