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
WINDSOR CAPITAL GROUP 401(K) SAVINGS PROGRAM

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

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

WINDSOR CAPITAL GROUP

3000 OCEAN PARK BLVD
SUITE 3010
SANTA MONICA, CA 90405-3024

2b Employer Identification Number (EIN)
84-1122146

2c Sponsor's telephone number
310-566-1100

2d Business code (see instructions)
721110

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	TIFFANY ANDERSON
	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")
WINDSOR CAPITAL GROUP

3000 OCEAN PARK BLVD
SUITE 3010
SANTA MONICA, CA 90405-3024

3b Administrator's EIN
84-1122146

3c Administrator's telephone number
310-566-1100

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**	1455
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**	1378
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	120
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1498
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1498
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	490
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)		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)	X	**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
WINDSOR CAPITAL GROUP 401(K) SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1122146

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

CHARLES SCHWAB TRUST COMPANY

42-1558009

(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?
18 21 25 28 50 59 62	NONE	8865	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

DIGITAL RETIREMENT SOLUTIONS, INC.

84-1477138

(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?
12 15 38 50 60 64	NONE	15984	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PENSION ARCHITECTS ADVISORY GROUP

P.O. BOX 7012
PASADENA, CA 91109

(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?
17 26 27 31 38 50 70 72 99	NONE	72371	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
WINDSOR CAPITAL GROUP 401(K) SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WINDSOR CAPITAL GROUP

D Employer Identification Number (EIN)
84-1122146

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): HAND BENEFITS & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
81-0625180-001	C	902069

a Name of MTIA, CCT, PSA, or 103-12 IE: TL FOCUS AGRESSIVE GROWTH

b Name of sponsor of entity listed in (a): HAND BENEFITS & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
74-2008758-033	C	2270422

a Name of MTIA, CCT, PSA, or 103-12 IE: TL FOCUS GROWTH

b Name of sponsor of entity listed in (a): HAND BENEFITS & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
74-2008758-032	C	1504961

a Name of MTIA, CCT, PSA, or 103-12 IE: TL FOCUS BALANCED

b Name of sponsor of entity listed in (a): HAND BENEFITS & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
74-2008758-031	C	1090171

a Name of MTIA, CCT, PSA, or 103-12 IE: TL FOCUS CONSERVATIVE

b Name of sponsor of entity listed in (a): HAND BENEFITS & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
74-2008758-030	C	450093

a Name of MTIA, CCT, PSA, or 103-12 IE: TL FOCUS CAPITAL PRESERVATION

b Name of sponsor of entity listed in (a): HAND BENEFITS & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
74-2008758-029	C	116374

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
WINDSOR CAPITAL GROUP 401(K) SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1122146

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)	223	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	6751907	6334090
(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)	2897957	2722257
(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	9650087	9056347
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	9650087	9056347

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)	723814	
(C) Others (including rollovers)	2a(1)(C)	10283	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		734097
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)	92101	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		92101
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-603346
(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)		-198699
c Other income	2c		72064
d Total income. Add all **income** amounts in column (b) and enter total	2d		96217
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	571933	
(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)		571933
f Corrective distributions (see instructions)	2f		20804
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	8865	
(2) Contract administrator fees	2i(2)	15984	
(3) Investment advisory and management fees	2i(3)	72371	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		97220
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		689957
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-593740
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: WILLIAM H LING, CPA (2) EIN: 33-0558553

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
WINDSOR CAPITAL GROUP 401(K) SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-1122146

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): 42-1558009

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):

WILLIAM H. LING
Certified Public Accountant
4669 Murphy Canyon Road, Suite 130
San Diego, California 92123
Tel. (858) 467-4770 Fax (858) 467-4779
wling@whling.com

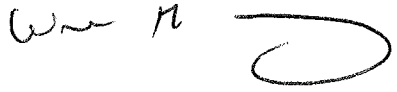
INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of the
Windsor Capital Group 401(k) Savings Program

I was engaged to audit the financial statements of the Windsor Capital Group 401(k) Savings Program (the "Plan") as of December 31, 2011 and 2010 and for the years then ended and the supplemental schedules as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Charles Schwab Trust Company, the trustee of the Plan, and Wilmington Trust Company, the former trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2011 and 2010 that the information provided to the plan administrator by the trustees 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 schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, 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.



San Diego, California
October 1, 2012

WILLIAM H. LING
Certified Public Accountant

WINDSOR CAPITAL GROUP 401(k) SAVINGS PROGRAM

FINANCIAL STATEMENTS,

SUPPLEMENTAL SCHEDULES

AND INDEPENDENT AUDITOR'S REPORT

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

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WINDSOR CAPITAL GROUP 401(k) SAVINGS PROGRAM

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

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WILLIAM H. LING
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To the Administrative Committee of the
Windsor Capital Group 401(k) Savings Program

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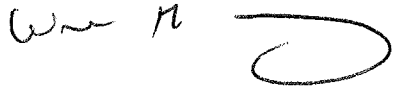
Because of the significance of the information that I did not audit, I am unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, 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.



San Diego, California
October 1, 2012

WINDSOR CAPITAL GROUP 401(k) SAVINGS PROGRAM
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 and 2010

	2011	2010
ASSETS		
Investments, at Fair Value		
Guaranteed Investment Contracts	$ 908,293	$ 883,713
Collective Investment Trusts	5,432,021	5,890,420
Mutual Funds	2,722,257	2,897,957
Total Investments, at Fair Value	9,062,571	9,672,090
Contributions Receivable		
Employee Contributions	-	223
Employer Contributions	14,448	-
Total Contributions Receivable	14,448	223
Total Assets	9,077,019	9,672,313
LIABILITIES		
Excess Contributions	13,642	20,804
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	9,063,377	9,651,509
Adjustment from fair value to contract value for fully benefit responsive investment contract	(6,224)	(22,226)
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 9,057,153	$ 9,629,283

See notes to financial statements.

WINDSOR CAPITAL GROUP 401(k) SAVINGS PROGRAM
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 and 2010

	2011	2010
ADDITIONS		
Investment (Loss) Income		
Net (depreciation) appreciation in value of investments	$ (802,046)	$ 1,216,936
Interest and Dividends	92,102	124,142
TOTAL INVESTMENT (LOSS) INCOME	(709,944)	1,341,078
Contributions		
Employee Contributions	723,814	693,173
Employer Contributions	14,448	-
Rollover Contributions	10,283	9,621
TOTAL CONTRIBUTIONS	748,545	702,794
TOTAL ADDITIONS	38,601	2,043,872
DEDUCTIONS		
Benefits paid to participants	571,933	1,311,302
Corrective Distributions	13,642	82,857
Administrative Expenses - net	25,156	47,921
TOTAL DEDUCTIONS	610,731	1,442,080
NET (DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	(572,130)	601,792
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of year	9,629,283	9,027,491
End of Year	$ 9,057,153	$ 9,629,283

See notes to financial statements.

Note 1 – Description of Plan

The following description of the Windsor Capital Group 401(k) Savings Program (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

Effective January 1, 1994, Windsor Capital Group, Inc. (the "Company") adopted the Plan. The Plan is a contributory savings plan under Section 401(k) of the Internal Revenue Code (the "Code"). All employees except collectively bargained employees, certain nonresident aliens and leased employees are eligible to participate when they have attained age 21. New hires who are at least 21 years of age are allowed to participate in the Plan 90 days after their hire date (contingent upon participation election being made 30 days from the hire date). Subsequent participation enrollment occurs on January 1 and July 1 of each Plan year.

Plan Administration

The Plan is administered by the Windsor Capital Group, Inc. Plan Committee (the "Plan Administrator" or the "Committee"). The Plan Administrator has been given all powers necessary to carry out its duties, including, but not limited to, the power to administer and interpret the Plan, to answer all questions affecting eligibility of participants in the Plan and to authorize disbursements for the payment of Plan benefits.

Trustees, Custodian and Fund Manager of Investments

In 2010 the Plan changed trustees. Wilmington Trust Company was the trustee, custodian and recordkeeper of the Plan's assets from January 1, 2010 until April 29, 2010. Effective April 30, 2010 and through October 1, 2012, Charles Schwab Trust Company became the trustee, custodian and recordkeeper of the Plan's assets (the "Trustee," "Custodian" and "Recordkeeper").

Contributions

Under the Plan agreement, an employee may elect to make annual contributions to the Plan in amounts that do not exceed limits established by the Code. Company matching

contributions are subject to certain limitations and are at the discretion of the Company. Effective March 1, 2009 and through the date of this report, the Company has suspended its employer matching contributions.

There were no employer contributions for the years ended December 31, 2011 and 2010. As of December 31, 2011, the Plan has accrued a receivable from the Company for amounts needed to restore participants' forfeited account balances due to a partial Plan termination being retroactively declared for the 2008 plan year. (See Note 8.)

Participant Accounts

Each participant's account is credited with the participant's contribution, an allocation of the Company's contribution, plus earnings thereon, and is charged for any distributions. Allocations are based on participant earnings or account balances, as defined. The participant is entitled to a benefit equivalent to the amount of the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of participants' accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of service, the attainment of normal retirement age (the last day of the month in which age 65 is attained), death, total permanent disability while employed, or in the event of the Plan's termination. The vesting percentages are described as follows:

Years of Service	Vested %
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Participant Loans

The Plan does not allow for participant loans.

Distribution of Benefits

Upon termination due to death, permanent disability or upon reaching the age of 59-1/2, participants or their beneficiaries in cases of death, may elect to receive their vested account balance as a lump-sum distribution or installments over a period of not more than their assumed life expectancy determined at the time of distribution.

Forfeitures

Forfeitures of nonvested matching contributions can be used to reduce future employer contributions and pay Plan administrative fees. Forfeitures used to reduce Plan contributions and pay Plan administrative fees in 2011 and 2010 totaled $20,862 and $47,921, respectively. The remaining forfeitures available as of December 31, 2011 and 2010 totaled $531 and $18,993, respectively. The Company has determined that a partial plan termination occurred for the 2008 plan year and that the amounts owed to correct affected employees total approximately $14,448 through October 1, 2012. (See Note 8)

Administrative Expenses

The Company may, but is not obligated to, pay all or part of the administrative expenses of the Plan. To the extent not paid by the Company, the Plan will pay such expenses. During the 2011 Plan year, the administrative expenses paid by the Company approximated $33,135. No administrative fees were paid by the Company in 2010 as forfeitures were utilized for this purpose. The Plan pays for asset and management fees for the Plan investments (see Note 6).

Plan Amendments

Subsequent to its adoption, several amendments were made to the Plan to comply with the requirements of the Tax Reform Act of 1988 and subsequent legislation in order for the Plan to maintain its tax-exempt status.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

The assets of the Plan include the Charles Schwab Stable Value Fund, which qualifies as an investment contract (see Note 5). Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid. At December 31, 2011 and 2010, benefits due but unpaid to terminated employees totaled $180,162 and $149,065, respectively.

Net Appreciation in Fair Value of Investments

Realized and unrealized (depreciation) appreciation is recorded in the accompanying statements of changes in net assets available for benefits as net (depreciation) appreciation in fair value of investments.

Realized and unrealized (depreciation) appreciation in the fair value of investments is based on the difference between the fair value of the assets at the beginning of the year, or at the time of purchase for assets purchased during the year, and the related fair value on the day investments are sold with respect to realized appreciation or on the last day of the year for unrealized appreciation.

Date of Managements Review

Subsequent Events were evaluated through October 1, 2012, which is the date the financial statements were available to be issued.

Note 3 – Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit.

	Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2011			
Collective Investment Trusts	$ 5,432,021	$ 5,432,021	$ -
Mutual Funds	2,722,257	2,722,257	-
Guaranteed Investment Contract	908,293	-	908,293
Total	$ 9,062,571	$ 8,154,278	$ 908,293
December 31, 2010			
Collective Investment Trusts	$ 5,890,420	$ 5,890,420	$ -
Mutual Funds	2,897,957	2,897,957	-
Guaranteed Investment Contract	883,713	-	883,713
Total	$ 9,672,090	$ 8,788,377	$ 883,713

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of the common collective trusts and mutual funds are based on quoted market prices of identical assets in active markets at year-end.

Level 3 Fair Value Measurements

The guaranteed investment contract is not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer. The following table provides further details of the Level 3 fair value measurements.

	Guaranteed Investment Contract Wilmington	Guaranteed Investment Contract Charles Schwab
Year Ended December 31, 2011		
Beginning balance	$ -	$ 883,713
Total gains or losses (realized and unrealized) at fair value	-	17,489
Purchases, sales, issuances and settlements (net)	-	7,091
Ending balance	$ -	$ 908,293
Year Ended December 31, 2010		
Beginning balance	$ 1,013,891	$ -
Total gains or losses (realized and unrealized) at fair value	(3,198)	31,779
Purchases, sales, issuances and settlements (net)	(1,010,693)	851,934
Ending balance	$ -	$ 883,713

Note 4 – Investments

All investment information disclosed in the accompanying financial statements and schedules including investments held at December 31, 2011 and 2010, and net appreciation in fair value of investments, interest and dividends for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustees.

Except for its investment contract (Charles Schwab Stable Value Fund) with an investment company (Note 5), the Plan's investments are held in collective investment

trusts or mutual funds which are administered by the Trustee. The fair value of Plan investments as certified by the Trustee at December 31, 2011 and 2010 is set forth below:

	2011	2010
Guaranteed Investment Contracts:		
Charles Schwab Stable Value Fund	$ 908,293	$ 883,713
Collective Investment Trusts:		
TL Focus Aggressive Growth Fund R3	2,270,422	2,544,239
TL Focus Balanced Fund R3	1,090,171	1,158,616
TL Focus Capital Preservation FD R3	116,374	13
TL Focus Conservative Fund R3	450,093	396,664
TL Focus Growth Fund R3	1,504,961	1,790,888
Subtotal Collective Investment Trusts	5,432,021	5,890,420
Mutual Funds:		
American Funds Growth Fund R2	-	307,396
John Hancock Balanced	147,395	151,637
Schwab S&P 500 Index Fund	137,532	128,646
Lord Abbett Developing Growth Fund	147,946	129,390
Eagle Mid Cap Stock A	128,168	105,833
Oppenheimer Global Opportunities Fund	226,504	216,495
Pimco total Return R	62,585	91,645
Franklin Income	710,557	712,134
Columbia Mid Cap Value Fund A	-	45,252
Columbia Value & Restructuring Fund	137,187	177,079
Columbia Small Cap Value	50,427	56,733
Delaware Diversified Income	157,129	137,303
Thornburg International Value	239,274	296,020
Thornburg Value	77,698	79,060
ING GNMA Income	87,752	157,869
ING Global Real Estate	13,137	10,274
Oppenheimer International Bond	92,612	95,191
Mainstay Large Cap Growth	266,292	-
Heartland Select Value Fund I	39,788	-
Pimco Real Return Fun CL A	265	-
Putnam Hi Yield Advantage CL A	9	-
Subtotal Mutual Funds	2,722,257	2,897,957
Total Investments at Fair Value	$ 9,062,571	$ 9,672,090

During 2011 and 2010, the Plan's investments (including investments bought, sold, and held during the year) (depreciated) appreciated in value as follows:

	2011	2010
Guaranteed Investment Contracts (at contract value)	$ 33,491	$ 28,968
Collective Investment Trusts	(636,839)	976,288
Mutual Funds	(198,698)	211,680
Net Change in Value	$ (802,046)	$ 1,216,936

Participants may direct contributions and any related earnings in 5% increments into several investment options. Participants may elect to transfer between investment options all or a portion of their account balance as frequently as on a daily basis. The Plan's investments are classified as Class A funds. These funds are a class of shares that are sold to investors subject to an initial sales charge, but are not subject to ongoing administrative expenses.

Note 5 – Guaranteed Investment Contracts

The Plan has entered into a benefit-responsive investment contract via a Group Trust with Charles Schwab Bank (Schwab). Schwab maintains the contributions in a separate account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

Contract value, as reported to the Plan by Schwab, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The fair value of the investment contract at December 31, 2011 and 2010 was $908,293 and $883,713, respectively. The contract value at December 31, 2011 and 2010 was $902,069 and $861,487, respectively. Accordingly, the adjustment from fair value to contract value totaled $(6,224) and ($22,226) in 2011 and 2010, respectively.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with Schwab. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

The guaranteed investment contract does not permit the company to terminate the agreement prior to the scheduled maturity date.

	2011	2010
Average Yields:		
Based on Actual Earnings	1.53%	2.26%
Based on interest rate credited to participants	4.59%	2.73%

Note 6 – Related Party Transactions

The Plan invests in a Guaranteed Investment Contracts known as the Charles Schwab Stable Value Fund. Additionally, it invests in the Charles Schwab S&P 500 Index Fund. Charles Schwab Trust Company is the Plan Trustee, therefore these transactions qualify as parties-in-interest. Fees paid by the Plan for investment management services in 2011 and 2010 totaled $25,156 and $47,921, respectively. These fees are shown on the Statement of Changes in Net Assets Available for Plan Benefits net of credits received from the Trustee which totaled $72,064 and $15,220 in 2011 and 2010, respectively.

Note 7 – Corrective Distributions

In order to comply with the contribution limitations of Code Sections 401(k) and 415, the Plan from year to year will refund amounts to certain employees who have made contributions in excess of limits established by the IRC. As of December 31, 2011 and 2010, the Plan accrued $13,642 and $20,804 in excess contributions due participants which were timely refunded to participants in 2012 and 2011, respectively.

Note 8 – Plan Termination and Subsequent Event

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to amend or to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balances.

In 2008, several of the Company's management agreements to provide management services to hotel properties were terminated. The employees of these hotels were eligible to participate in the Plan and this termination, along with other employee turnover resulted in the loss of approximately 25% of the Plan eligible participants. The Company has reviewed ERISA regulations and concluded that a partial plan termination has occurred in 2008; accordingly all those terminated participants become 100% vested in the Plan. The Company has determined the amounts owed affected employees total $14,448. The balance in the forfeiture account at December 31, 2011 totaled $531 which is not adequate to restore affected employees accounts. The Company intends to deposit the entire amount needed to restore affected participants accounts and the Plan has accrued a receivable for this amount at December 31, 2011.

In July 2012, eight (8) controlled entities managed by the Company filed for Chapter 11 bankruptcy protection related to outstanding debt that matured in February 2011 on a portfolio of eight (8) hotels. The Company continues to manage and operate the hotels during this process. The Company is attempting to restructure or refinance the debt for this portfolio at this time. It is not known whether the Company will be successful in its attempts and will be able to retain the properties. If the Company were to lose this portfolio of hotels it will likely cause another partial plan termination. At this time management cannot determine what, if any, financial impact this could have on the Plan.

Note 9 – Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Schedule H of Form 5500:

	2011	2010
Net assets available for benefits per Schedule H of Form 5500	$ 9,056,347	$ 9,650,087
Excess contributions	(13,642)	(20,804)
Employer contribution receivable	14,448	-
Net assets available for benefits per the financial statements	$ 9,057,153	$ 9,629,283

The following is a reconciliation of the change in net assets available for Plan benefits per the financial statements at December 31, 2011 and 2010 to Schedule H of Form 5500:

	2011	2010
(Decrease) increase in net assets available for Plan benefits per Schedule H of Form 5500	$ (593,740)	$ 622,596
Less: Excess contributions accrued at December 31, 2011 and 2010, respectively	(13,642)	(20,804)
Add: Excess contributions accrued at December 31, 2010 and 2009, respectively	20,804	-
Add: Employer contributions receivable at December 31, 2011 and 2010, respectively	14,448	-
(Decrease) increase in net assets available for Plan benefits per financial statements	$ (572,130)	$ 601,792

Note 10 – Tax Status

The Plan has received an opinion letter from the Internal Revenue Service dated December 10, 2001, stating that the written form of the underlying prototype plan document is qualified under Section 401(a) of the Code, and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Note 11 - Risks and Uncertainties

The Plan provides for investments in various mutual fund accounts. Investment securities are exposed to various risks such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the various risk factors in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

SUPPLEMENTAL

SCHEDULES

WINDSOR CAPITAL GROUP 401(k) SAVINGS PROGRAM
EIN: 84-1122146 Plan:001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2011

(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
	Guaranteed Investment Contract			
*	Charles Schwab	Stable Value Fund		$ 902,069
	Collective Investment Trusts			
	TL Focus	Aggressive Growth Fund R3		2,270,422
	TL Focus	Balanced Fund R3		1,090,171
	TL Focus	Capital Preservation FD R3		116,374
	TL Focus	Conservative Fund R3		450,093
	TL Focus	Growth Fund R3		1,504,961
	Total Collective Investment Trusts			5,432,021
	Mutual Funds			
	John Hancock	Balanced		147,395
*	Charles Schwab	S&P 500 Index Fund		137,532
	Lord Abbett	Developing Growth Fund		147,946
	Eagle	Mid Cap Stock A		128,168
	Oppenheimer	Global Opportunities Fund		226,504
	Pimco	Total Return R		62,585
	Franklin	Income		710,557
	Columbia	Small Cap Value		50,427
	Columbia	Value & Restructuring Fund		137,187
	Delaware	Diversified Income		157,129
	Thornburg	International Value		239,274
	Thornburg	Value		77,698
	ING	GNMA Income		87,752
	ING	Global Real Estate		13,137
	Oppenheimer	International Bond		92,612
	Mainstay	Large Cap Growth		266,292
	Heartland	Select Value Fund I		39,788
	Pimco	Real Return Fund CL A		265
	Putnam	Hi Yield Advantage CL A		9
	Total Mutual Funds			2,722,257
	Total Investments, at contract value			9,056,347
	Adjustment from contract value to fair value for fully benefit responsive investment contract (Charles Schwab Stable Value Fund)			6,224
	Investments, at fair value			$ 9,062,571

Notes: Column (a) * represents parties in interest.
Column (d) is blank as all investments are participant directed.

See notes to financial statements.

WINDSOR CAPITAL GROUP 401(k) SAVINGS PROGRAM
EIN: 84-1122146 Plan:001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2010

(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
	Guaranteed Investment Contract			
*	Charles Schwab	Stable Value Fund		$ 861,487
	Collective Investment Trusts			
	TL Focus	Aggressive Growth Fund R3		2,544,239
	TL Focus	Balanced Fund R3		1,158,616
	TL Focus	Capital Preservation FD R3		13
	TL Focus	Conservative Fund R3		396,664
	TL Focus	Growth Fund R3		1,790,888
	Total Collective Investment Trusts			5,890,420
	Mutual Funds			
	American Funds	Growth Fund R2		307,396
	John Hancock	Balanced		151,637
*	Charles Schwab	S&P 500 Index Fund		128,646
	Lord Abbett	Developing Growth Fund		129,390
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	Pimco	Total Return R		91,645
	Franklin	Income		712,134
	Columbia	Mid Cap Value Fund A		45,252
	Columbia	Small Cap Value		56,733
	Columbia	Value & Restructuring Fund		177,079
	Delaware	Diversified Income		137,303
	Thornburg	International Value		296,020
	Thornburg	Value		79,060
	ING	GNMA Income		157,869
	ING	Global Real Estate		10,274
	Oppenheimer	International Bond		95,191
	Total Mutual Funds			2,897,957
	Total Investments, at contract value			9,649,864
	Adjustment from contract value to fair value for fully benefit responsive investment contract (Charles Schwab Stable Value Fund)			22,226
	Investments, at fair value			$ 9,672,090

Notes: Column (a) * represents parties in interest.
Column (d) is blank as all investments are participant directed.

See notes to financial statements.

WINDSOR CAPITAL GROUP 401(k) SAVINGS PROGRAM
EIN: 84-1122146 Plan:001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2011

(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
	Guaranteed Investment Contract			
*	Charles Schwab	Stable Value Fund		$ 902,069
	Collective Investment Trusts			
	TL Focus	Aggressive Growth Fund R3		2,270,422
	TL Focus	Balanced Fund R3		1,090,171
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	Oppenheimer	Global Opportunities Fund		226,504
	Pimco	Total Return R		62,585
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	Columbia	Small Cap Value		50,427
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	Delaware	Diversified Income		157,129
	Thornburg	International Value		239,274
	Thornburg	Value		77,698
	ING	GNMA Income		87,752
	ING	Global Real Estate		13,137
	Oppenheimer	International Bond		92,612
	Mainstay	Large Cap Growth		266,292
	Heartland	Select Value Fund I		39,788
	Pimco	Real Return Fund CL A		265
	Putnam	Hi Yield Advantage CL A		9
	Total Mutual Funds			2,722,257
	Total Investments, at contract value			9,056,347
	Adjustment from contract value to fair value for fully benefit responsive investment contract (Charles Schwab Stable Value Fund)			6,224
	Investments, at fair value			$ 9,062,571

Notes: Column (a) * represents parties in interest.
Column (d) is blank as all investments are participant directed.

See notes to financial statements.