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
PACIFICA HOSTS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

PACIFICA HOSTS, INC.

1775 HANCOCK STREET
SUITE 200
SAN DIEGO, CA 92110

2b Employer Identification Number (EIN) 33-0627796

2c Sponsor's telephone number 619-296-9000

2d Business code (see instructions) 531390

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	KATHLEEN CALLAHAN
	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")
PACIFICA HOSTS, INC.

1775 HANCOCK STREET
SUITE 200
SAN DIEGO, CA 92110

3b Administrator's EIN
33-0627796

3c Administrator's telephone number
619-296-9000

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**	1143
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**	1280
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	78
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1358
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1358
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	261
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
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 3D 3H

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider 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
PACIFICA HOSTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFICA HOSTS, INC.

D Employer Identification Number (EIN)
33-0627796

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

COLUMBIA
ONE FINANCIAL CENTER
MA5-515-14-01
BOSTON, MA 02111

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

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

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

FIDELITY DISTRIBUTORS CORP.
500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

FRED ALGER & COMPANY, INCORPORATED

13-2510833

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

GUARDIAN INVESTOR SERVICES, LLC

388 MARKET STREET
SAN FRANCISCO, CA 94111

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

NYLIFE DISTRIBUTORS, LLC

169 LACKAWANNA AVENUE
PARSIPPANY, NJ 07054

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

OPPENHEIMER FUNDS INC.

13-2527171

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

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

PUTNAM RETAIL MANAGEMENT

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

VICTORY CAPITAL MANAGEMENT

13-2700161

(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)

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64 37	RECORD KEEPER	10112	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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?
21 99 28 52 15 64	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	1305	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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?
60 59 49 99 63	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
STATE STREET CORPORATION	99 52 64	1305

(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.
ADP 22-1467904	OTHER FEES INVESTMENT MANAGEMENT FEES PAID INDIRECTLY BY PLAN RECORDKEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ONE FINANCIAL CENTER MA5-515-14-01 BOSTON, MA 02111	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 59 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRED ALGER & COMPANY, INCORPORATED 13-2510833	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GUARDIAN INVESTOR SERVICES, LLC 388 MARKET STREET SAN FRANCISCO, CA 94111	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00780 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NYLIFE DISTRIBUTORS, LLC 169 LACKAWANNA AVENUE PARSIPPANY, NJ 07054	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS LLC 22-3468527	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM RETAIL MANAGEMENT ONE POST OFFICE SQUARE BOSTON, MA 02109	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00760 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00620 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00253 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(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
PACIFICA HOSTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PACIFICA HOSTS, INC.

D Employer Identification Number (EIN)
33-0627796

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: SSGA S&P 500 INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-065	C	87999

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MIDCAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-089	C	22807

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

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-2675543-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE ASSET ADP85

b Name of sponsor of entity listed in (a): INVESCO NATIONAL 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)
27-3884161-001	C	347974

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
PACIFICA HOSTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFICA HOSTS, INC.

D Employer Identification Number (EIN)
33-0627796

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	29298	85057
(9) Value of interest in common/collective trusts	1c(9)	612964	458780
(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)	1647507	2054128
(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	2289769	2597965
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	2289769	2597965

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)	107037	
(B) Participants	2a(1)(B)	502145	
(C) Others (including rollovers)	2a(1)(C)	229603	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		838785
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)	1965	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1965
(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)	67521	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		67521
(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)		6625
(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)		-219184
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		695712
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	332201	
(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)		332201
f Corrective distributions (see instructions)	2f		89718
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	10113	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		10113
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		432032
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		263680
l Transfers of assets:			
(1) To this plan	2l(1)		44516
(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		229000
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
PACIFICA HOSTS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFICA HOSTS, INC.

D Employer Identification Number (EIN)
33-0627796

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): 57-1198022

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

PACIFICA HOSTS, INC. 401(k) PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTAL SCHEDULES AND

INDEPENDENT AUDITOR'S REPORT

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

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PACIFICA HOSTS, INC. 401(k) PLAN

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

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INDEPENDENT AUDITOR'S REPORT

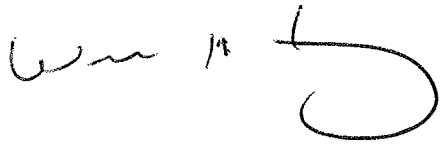
To the Participants and Administrative Committee of
the Pacifica Hosts, Inc. 401(k) Plan

I was engaged to audit the financial statements of the Pacifica Hosts, Inc. 401(k) 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 State Street Bank & Trust Co., the trustee of the Plan, and MetLife Insurance Company of Connecticut, 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 10, 2012



PACIFICA HOSTS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Cash - US Bank	$ 1,429,754	$ -
Investments, at Fair Value		
Mutual Funds	2,054,128	1,647,507
Guaranteed Investment Contracts	355,386	549,657
Collective Investment Trusts	110,806	69,315
Total Investments, at Fair Value	2,520,320	2,266,479
Contributions Receivable		
Employee Contributions	17,758	15,806
Employer Contributions	-	3,950
Notes Receivable From Participants	85,057	29,298
Total Contributions Receivable	102,815	49,054
Total Assets	4,052,889	2,315,533
LIABILITIES		
Excess Contributions	80,128	83,302
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	3,972,761	2,232,231
Adjustment from fair value to contract value for fully benefit responsive investment contract	(7,412)	(6,008)
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 3,965,349	$ 2,226,223

See notes to financial statements.

PACIFICA HOSTS, INC. 401(k) PLAN
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	$ (217,939)	$ 66,300
Interest and Dividends	74,866	78,046
TOTAL INVESTMENT (LOSS) INCOME	(143,073)	144,346
Contributions		
Employee Contributions	504,097	444,010
Employer Contributions	103,088	96,248
Rollover Contributions	229,603	41,231
TOTAL CONTRIBUTIONS	836,788	581,489
TOTAL ADDITIONS	693,715	725,835
DEDUCTIONS		
Benefits Paid to Participants	332,202	84,875
Corrective Distributions	86,544	83,302
Administrative Expenses	10,113	17,770
TOTAL DEDUCTIONS	428,859	185,947
NET INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	264,856	539,888
NET ASSETS TRANSFERRED IN DUE TO MERGER OF PLANS	-	855,023
NET ASSETS TRANSFERRED FROM (TO) OTHER QUALIFIED PLANS	1,474,270	(370,151)
Beginning of year	2,226,223	1,201,463
End of Year	$ 3,965,349	$ 2,226,223

See notes to financial statements.

Note 1 – Description of Plan

The following description of the Pacifica Hosts, Inc. ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was formed effective January 1, 2007 ("Date of Inception"). The Plan is a defined contribution plan covering all employees of the Company or any of the participating affiliated companies, except collectively bargained employees and certain nonresident aliens, who have one year of service (as defined in the Plan) and are age 21 or older.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute up to 70% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Company matching contributions are subject to certain limitations and are at the discretion of the Company. The matching Company contribution was 25% of the first 6% of participant contributions for the years ended December 31, 2011 and 2010.

The Company may make non-elective profit sharing contributions at their option, the amount to be determined annually. The non-elective contributions will be allocated to all employees eligible to participate in the Plan. There were no non-elective profit sharing contributions for the calendar years ended December 31, 2011 and 2010.

Effective January 1, 2012 and through the date of this report, the Company has suspended their matching contribution.

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) may be charged with an

allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions. The Company's matching contribution, non-elective contributions and earnings on each are vested based upon the following schedule:

Years of Service	Vested %
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 years or more	100%

Investment Funds

Upon enrollment in the Plan, a participant may direct contributions in any of the various investment funds. These funds provide participants with a wide variety of investment options.

Participants may obtain information regarding their investments on a daily basis and may change their investment elections and transfer existing account balances in accordance with Plan documents.

Participant Loans

The Plan allows participant loans up to the lesser of 50% of the vested account balance or $50,000. All loans generally must be repaid in five years, with certain residential loans repaid over 30 years. All loans bear interest at prime rate plus 1%, as defined. At December 31, 2011 and 2010, employee loans outstanding totaled $85,057 and $29,298, respectively. The Plan allows a maximum of two loans outstanding per employee at any one time.

Payment of Benefits

On termination of service, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest, or in installments over a period not to exceed the participant's lifetime, or the joint lifetime of the participant and their spouse.

Forfeited Accounts

Forfeited nonvested accounts are utilized to reduce employer matching contributions or pay Plan expenses. Forfeitures used to reduce employer matching contributions in 2011 and 2010 totaled $11,966 and $6,769, respectively. At December 31, 2011, the forfeiture account did not have a balance. At December 31, 2010, the forfeiture account totaled $7,455.

Administrative Expenses

The Company has elected to pay certain of the administrative expenses (record keeping, audit and trustee fees) of the Plan. These administrative expenses totaled approximately $11,250 in 2011 and $8,200 for 2010. The Plan pays for asset and management fees for the Plan investments. (See Note 7)

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 Invesco Stable Asset ADP85, 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.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Cash and Cash Equivalents

The Plan defines cash and cash equivalents as cash on hand and in banks.

Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those 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 appreciation in fair market value of investments 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 $15,575 and $4,540, respectively.

Concentration of Credit Risk

At December 31, 2011, the Plan had deposits in excess of federally insured limits totaling approximately $1,179,754 for cash and cash equivalents (see Note 12 related to investment risks and uncertainties).

Funds Held by the Trustee

During the prior year the Plan changed administrators and trustees. ING Institutional Plan Services, LLC was the plan administrator and MetLife Insurance Company of Connecticut was the trustee from January 1, 2010 until March 31, 2010. Effective April 1, 2010 Automatic Data Processing, Inc. ("ADP") became the Plan administrator and State Street Bank and Trust ("State Street") became the trustee, custodian and recordkeeper of the Plan's assets (the "Trustee," "Custodian" and "Recordkeeper"). All assets of the Plan are currently held and administered by State Street, with the exception of the investment "Cash – US Bank" which is held in a bank account in the name of the Plan trust (see Note 6).

Date of Managements Review

Subsequent events were evaluated through October 10, 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			
Mutual Funds	$ 2,054,128	$ 2,054,128	$ -
Guaranteed Investment Contract	355,386	-	355,386
Collective Investment Trusts	110,806	110,806	-
Total	$ 2,520,320	$ 2,164,934	$ 355,386
December 31, 2010			
Mutual Funds	$ 1,647,507	$ 1,647,507	$ -
Guaranteed Investment Contract	549,657	-	549,657
Collective Investment Trusts	69,315	69,315	-
Total	$ 2,266,479	$ 1,716,822	$ 549,657

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 SSGA	Guaranteed Investment Contract Invesco
Year Ended December 31, 2011		
Beginning balance	$ 549,657	$ -
Total gains or losses (realized and unrealized) at fair value	(5,649)	12,791
Purchases, sales, issuances and settlements (net)	(544,008)	342,595
Ending balance	$ -	$ 355,386
Year Ended December 31, 2010		
Beginning balance	$ -	$ -
Total gains or losses (realized and unrealized) at fair value	10,499	-
Purchases, sales, issuances and settlements (net)	539,158	-
Ending balance	$ 549,657	$ -

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 year 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 guaranteed investment contract (Invesco Stable Asset ADP85) 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:		
SSGA Stable Value Fund	$ -	$ 549,657
Invesco Stable Asset ADP85	355,386	-
Subtotal Guaranteed Investment Contracts	355,386	549,657
Collective Investment Trusts:		
SSGA S&P 500 Index Fund	87,999	62,367
SSGA S&P Mid Cap Index	22,807	6,948
Subtotal Collective Investment Trusts	110,806	69,315
Mutual Funds:		
Pimco Real Return Fund	31,307	35,175
Pimco Total Return Fund	131,897	116,971
Thornburg International Value	92,481	129,717
Thornburg Value	87,480	98,744
T. Rowe Price Retirement 2050	4,897	2,284
T. Rowe Price Retirement 2040	27,912	11,703
T. Rowe Price Retirement 2030	36,283	19,590
T. Rowe Price Retirement 2020	51,085	27,540
T. Rowe Price Retirement 2010	16,649	8,791
T. Rowe Price Retirement Inc.	21,688	4,826
Mainstay Icap International	87,903	79,094
Fidelity Advisors Small Cap	39,739	56,762
Invesco Global Health Care	65,091	7,401
DWS Dreman Small Cap Value	53,126	42,660
Victory Established Value	43,451	36,501
Alger Capital Appr. Instit.	279,926	271,972
Perkins Small Cap Value FD	23,229	23,843
Janus Forty Fund	35,718	40,099
Janus Balanced Fund	205,317	169,312
Janus Overseas Fund	124,085	156,178
Prudential High Yield	19,273	28,097
Putnam Amer. Govt. Inc. FD	45,192	31,404
Putnam Equity Inc.	44,665	29,275
RS Emerging Markets Fund	116,688	43,763
Jennison 20/20 Focus	42,681	6,035
Jennison Mid-Cap Grwth	154,793	71,115
Oppenheimer Gold & Spec Min	82,057	95,099
Col Sel Comm & Info	89,515	3,556

Subtotal Mutual Funds	2,054,128	1,647,507
Total Investments at Fair Value	$ 2,520,320	$ 2,266,479

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

	2011	2010
Guaranteed Investment Contracts (at contract value)	$ 5,739	$ 4,491
Collective Investment Trusts	885	5,319
Mutual Funds	(224,563)	56,490
Net Change in Value	$ (217,939)	$ 66,300

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 (the Invesco Stable Asset ADP85) via a Group Trust with Invesco National Trust Company (Invesco). Invesco 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 Invesco, 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 $355,386 and $549,657, respectively. The contract value at December 31, 2011 and 2010 was $347,974 and $543,649, respectively. Accordingly, the adjustment from fair value to contract value totaled $(7,412) and ($6,008) 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 State Street. 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	1.29%	1.10%
Based on interest rate credited to participants	1.72%	1.85%

Note 6 – Plan Merger and Transfers from (to) Other Qualified Plan

Plan Merger:

On April 1, 2010, the Company merged six related entity 401K Plans into the Company Plan. These six merged plans were the Pacifica San Jose 401k Plan, the ASDN Houston, LLC 401k Plan, the ASDN Austin, LLC 401k Plan, the ASDN Dallas, LLC dba Crown Plaza 401k Plan, the Stockton Hospitality LP 401k Plan and the Pacifica Centennial LLC 401k Plan (the "Merged Plans"). The Merged Plans transferred assets have been recognized in the accounts of the Plan as of April 1, 2010 and the activity of these Plans included in the Statement of Changes in Net Assets Available For Plan Benefits from April 1, 2010 through December 31, 2010.

Investments transferred in at April 1, 2010 for the Merged Plans totaled $855,023. The Company also was charged fees related to the transfer of the Merged Plans assets totaling $7,777 which are included in administrative fees in the accompanying Statement of Changes in Net Assets Available For Plan Benefits.

The changes in the net assets of the Merged Plans for the period January 1, 2010 through March 31, 2010 are set forth below:

Additions	
Investment Income	$ 33,690
Employee Contributions	31,847
Employer Contributions	5,419
Rollover Contributions	329
Total Contributions	37,595
Total Additions	71,285
Deductions	
Distributions	22,586
Administrative Expenses	2,472
Total Deductions	25,058
Net Increase in Net Assets Available for Plan Benefits	46,227
Beginning of Year	808,796
Ending Balance- Amount Merged into Plan	$ 855,023

Plan Transfer (to) from Other Qualified Plan – PCPR, LLC:

In April 2010, a new unaffiliated entity, PCPR, LLC ("PCPR") was formed. PCPR established a 401k Plan ("PCPR Plan"). PCPR employed certain Plan participants who were then no longer eligible to participate and were terminated from the Plan ("Former Plan Participants"). On April 1, 2010 the account balances of the Former Plan Participants totaling $370,151 were transferred to the PCPR Plan from the Plan.

In 2011, it was discovered that four (4) employee accounts had been transferred to the PCPR Plan in error. Once the error was discovered, the participant accounts were transferred back to the Plan. This transfer totaled $44,516.

Plan Transfer from Other Qualified Plans:

On October 7, 2011, a Transfer totaling $1,429,754 was made to the Company Plan from three (3) related Qualified Plans for the benefit of eligible participants (the "Transfer"). The Transfer related to and is being allocated to the eligible participants who were eligible employees for the period January 1, 2001 to December 31, 2004. The Transfer was deposited into a Plan Trust bank account entitled "Cash – US Bank" on behalf of the

Company Plan, but has not yet been transferred into the State Street Trustee account in 2011.

Note 7 – Related Party Transactions

Certain Plan investments are managed by State Street, the Plan Trustee, therefore these transactions qualify as parties-in-interest. Fees paid by the Plan for investment management services and other fees in 2011 and 2010 were $10,113 and $17,770, respectively.

Note 8 – Excess Contributions

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 $80,128 and $83,302 in excess contributions due participants which were refunded to participants in 2012 and 2011, respectively. In 2011, an additional $6,416 of corrective distributions were made related to 2010. The Plan made these corrective contributions in a timely manner and as such, is not subject to an excise tax penalty.

Note 9 – Plan Termination

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 terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note 10 – 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	$ 2,597,965	$ 2,289,769
Plan Transfer – Cash – US Bank	1,429,754	-
Contributions receivable	17,758	19,756

Excess contributions	(80,128)	(83,302)
Net assets available for benefits per the financial statements	$ 3,965,349	$ 2,226,223

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
Increase in net assets available for Plan benefits per Schedule H of Form 5500	$ 263,680	$ 549,718
Add: Contributions receivable at December 31, 2011 and 2010	17,758	19,756
Less: Contributions receivable at December 31, 2010 and 2009	(19,756)	-
Add: Excess contributions at December 31, 2010 and 2009	83,302	63,060
Less: Excess contributions at December 31, 2011 and 2010	(80,128)	(83,302)
Less: Deemed distribution at December 31, 2011 and 2010	-	(1,567)
Less: Net fees recognized on transfer of funds between trustees	-	(7,777)
Increase in net assets available for Plan benefits per financial statements	$ 264,856	$ 539,888

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

	2011	2010
Transfer of asset per 5500 (net)	$ 44,516	$ 477,095
Add: Plan transfer – Cash - US Bank	1,429,754	-
Add: Net fees recognized on transfer of funds between trustees	-	7,777
Transfer of assets per financial statements (net)	$ 1,474,270	$ 484,872

Note 11 – Tax Status

The Plan is a Prototype Plan originally sponsored by ADP. This Prototype Plan received a determination letter from the IRS that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes the Plan continues to be operated in compliance with applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statement.

Note 12 – Risks and Uncertainties

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

SUPPLEMENTAL

SCHEDULES

PACIFICA HOSTS, INC. 401(k) PLAN
EIN: 33-0627796 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:			
	Invesco	Stable Asset ADP85		$ 347,974
	Common Collective Trusts:			
*	SSGA	S&P 500 Index Fund		87,999
*	SSGA	S&P Mid Cap Index		22,807
	Total Common Collective Trusts			110,806
	Mutual Funds:			
	Pimco	Real Return Fund		31,307
	Pimco	Total Return Fund		131,897
	Thornburg	International Value		92,481
	Thornburg	Value		87,480
	T. Rowe Price	Retirement 2050		4,897
	T. Rowe Price	Retirement 2040		27,912
	T. Rowe Price	Retirement 2030		36,283
	T. Rowe Price	Retirement 2020		51,085
	T. Rowe Price	Retirement 2010		16,649
	T. Rowe Price	Retirement Inc.		21,688
	Mainstay	Icap International		87,903
	Fidelity Advisors	Small Cap		39,739
	Invesco	Global Health Care		65,091
	DWS Dreman	Small Cap Value		53,126
	Victory	Established Value		43,451
	Alger Capital	Appr. Instit.		279,926
	Perkins	Small Cap Value FD		23,229
	Janus	Forty Fund		35,718
	Janus	Balanced Fund		205,317
	Janus	Overseas Fund		124,085
	Prudential	High Yield		19,273
	Putnam	Amer. Govt. Inc. FD		45,192
	Putnam	Equity Inc		44,665
	RS	Emerging Markets Fund		116,688
	Jennison	20/20 Focus		42,681
	Jennison	Mid-Cap Growth		154,793
	Oppenheimer	Gold & Spec Min		82,057
	Col Sel	Comm & Info		89,515
	Total Mutual Funds			2,054,128
	Investments, at contract value			2,512,908
	Adjustment from contract value to fair value for fully benefit responsive investment contract (Invesco Stable Asset ADP85)			7,412
	Investments, at fair value			$ 2,520,320

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

See notes to financial statements.

PACIFICA HOSTS, INC. 401(k) PLAN
EIN: 33-0627796 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:			
*	SSGA	Stable Value Fund		$ 543,649
	Common Collective Trusts:			
*	SSGA	S&P 500 Index Fund		62,367
*	SSGA	S&P Mid Cap Index		6,948
	Total Common Collective Trusts			69,315
	Mutual Funds:			
	Pimco	Real Return Fund		35,175
	Pimco	Total Return Fund		116,971
	Thornburg	International Value		129,717
	Thornburg	Value		98,744
	T. Rowe Price	Retirement 2050		2,284
	T. Rowe Price	Retirement 2040		11,703
	T. Rowe Price	Retirement 2030		19,590
	T. Rowe Price	Retirement 2020		27,540
	T. Rowe Price	Retirement 2010		8,791
	T. Rowe Price	Retirement Inc.		4,826
	Mainstay	Icap International		79,094
	Fidelity Advisors	Small Cap		56,762
	Invesco	Global Health Care		7,401
	DWS Dreman	Small Cap Value		42,660
	Victory	Established Value		36,501
	Alger Capital	Appr. Instit.		271,972
	Perkins	Small Cap Value FD		23,843
	Janus	Forty Fund		40,099
	Janus	Balanced Fund		169,312
	Janus	Overseas Fund		156,178
	Prudential	High Yield		28,097
	Putnam	Amer. Govt. Inc. FD		31,404
	Putnam	Equity Inc		29,275
	RS	Emerging Markets Fund		43,763
	Jennison	20/20 Focus		6,035
	Jennison	Mid-Cap Growth		71,115
	Oppenheimer	Gold & Spec Min		95,099
	Col Sel	Comm & Info		3,556
	Total Mutual Funds			1,647,507
	Investments, at contract value			2,260,471
	Adjustment from contract value to fair value for fully benefit responsive investment contract (SSGA Stable Value Fund)			6,008
	Investments, at fair value			$ 2,266,479

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

See notes to financial statements.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

William H. Ling
Certified Public Accountant

PACIFICA HOSTS, INC. 401(k) PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTAL SCHEDULES AND

INDEPENDENT AUDITOR'S REPORT

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

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PACIFICA HOSTS, INC. 401(k) PLAN

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

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INDEPENDENT AUDITOR'S REPORT

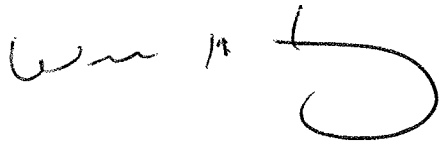
To the Participants and Administrative Committee of
the Pacifica Hosts, Inc. 401(k) Plan

I was engaged to audit the financial statements of the Pacifica Hosts, Inc. 401(k) 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 State Street Bank & Trust Co., the trustee of the Plan, and MetLife Insurance Company of Connecticut, 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 10, 2012



PACIFICA HOSTS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Cash - US Bank	$ 1,429,754	$ -
Investments, at Fair Value		
Mutual Funds	2,054,128	1,647,507
Guaranteed Investment Contracts	355,386	549,657
Collective Investment Trusts	110,806	69,315
Total Investments, at Fair Value	2,520,320	2,266,479
Contributions Receivable		
Employee Contributions	17,758	15,806
Employer Contributions	-	3,950
Notes Receivable From Participants	85,057	29,298
Total Contributions Receivable	102,815	49,054
Total Assets	4,052,889	2,315,533
LIABILITIES		
Excess Contributions	80,128	83,302
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	3,972,761	2,232,231
Adjustment from fair value to contract value for fully benefit responsive investment contract	(7,412)	(6,008)
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 3,965,349	$ 2,226,223

See notes to financial statements.

PACIFICA HOSTS, INC. 401(k) PLAN
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	$ (217,939)	$ 66,300
Interest and Dividends	74,866	78,046
TOTAL INVESTMENT (LOSS) INCOME	(143,073)	144,346
Contributions		
Employee Contributions	504,097	444,010
Employer Contributions	103,088	96,248
Rollover Contributions	229,603	41,231
TOTAL CONTRIBUTIONS	836,788	581,489
TOTAL ADDITIONS	693,715	725,835
DEDUCTIONS		
Benefits Paid to Participants	332,202	84,875
Corrective Distributions	86,544	83,302
Administrative Expenses	10,113	17,770
TOTAL DEDUCTIONS	428,859	185,947
NET INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	264,856	539,888
NET ASSETS TRANSFERRED IN DUE TO MERGER OF PLANS	-	855,023
NET ASSETS TRANSFERRED FROM (TO) OTHER QUALIFIED PLANS	1,474,270	(370,151)
Beginning of year	2,226,223	1,201,463
End of Year	$ 3,965,349	$ 2,226,223

See notes to financial statements.

Note 1 – Description of Plan

The following description of the Pacifica Hosts, Inc. ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was formed effective January 1, 2007 ("Date of Inception"). The Plan is a defined contribution plan covering all employees of the Company or any of the participating affiliated companies, except collectively bargained employees and certain nonresident aliens, who have one year of service (as defined in the Plan) and are age 21 or older.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute up to 70% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Company matching contributions are subject to certain limitations and are at the discretion of the Company. The matching Company contribution was 25% of the first 6% of participant contributions for the years ended December 31, 2011 and 2010.

The Company may make non-elective profit sharing contributions at their option, the amount to be determined annually. The non-elective contributions will be allocated to all employees eligible to participate in the Plan. There were no non-elective profit sharing contributions for the calendar years ended December 31, 2011 and 2010.

Effective January 1, 2012 and through the date of this report, the Company has suspended their matching contribution.

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) may be charged with an

allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions. The Company's matching contribution, non-elective contributions and earnings on each are vested based upon the following schedule:

Years of Service	Vested %
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 years or more	100%

Investment Funds

Upon enrollment in the Plan, a participant may direct contributions in any of the various investment funds. These funds provide participants with a wide variety of investment options.

Participants may obtain information regarding their investments on a daily basis and may change their investment elections and transfer existing account balances in accordance with Plan documents.

Participant Loans

The Plan allows participant loans up to the lesser of 50% of the vested account balance or $50,000. All loans generally must be repaid in five years, with certain residential loans repaid over 30 years. All loans bear interest at prime rate plus 1%, as defined. At December 31, 2011 and 2010, employee loans outstanding totaled $85,057 and $29,298, respectively. The Plan allows a maximum of two loans outstanding per employee at any one time.

Payment of Benefits

On termination of service, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest, or in installments over a period not to exceed the participant's lifetime, or the joint lifetime of the participant and their spouse.

Forfeited Accounts

Forfeited nonvested accounts are utilized to reduce employer matching contributions or pay Plan expenses. Forfeitures used to reduce employer matching contributions in 2011 and 2010 totaled $11,966 and $6,769, respectively. At December 31, 2011, the forfeiture account did not have a balance. At December 31, 2010, the forfeiture account totaled $7,455.

Administrative Expenses

The Company has elected to pay certain of the administrative expenses (record keeping, audit and trustee fees) of the Plan. These administrative expenses totaled approximately $11,250 in 2011 and $8,200 for 2010. The Plan pays for asset and management fees for the Plan investments. (See Note 7)

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 Invesco Stable Asset ADP85, 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.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Cash and Cash Equivalents

The Plan defines cash and cash equivalents as cash on hand and in banks.

Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those 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 appreciation in fair market value of investments 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 $15,575 and $4,540, respectively.

Concentration of Credit Risk

At December 31, 2011, the Plan had deposits in excess of federally insured limits totaling approximately $1,179,754 for cash and cash equivalents (see Note 12 related to investment risks and uncertainties).

Funds Held by the Trustee

During the prior year the Plan changed administrators and trustees. ING Institutional Plan Services, LLC was the plan administrator and MetLife Insurance Company of Connecticut was the trustee from January 1, 2010 until March 31, 2010. Effective April 1, 2010 Automatic Data Processing, Inc. ("ADP") became the Plan administrator and State Street Bank and Trust ("State Street") became the trustee, custodian and recordkeeper of the Plan's assets (the "Trustee," "Custodian" and "Recordkeeper"). All assets of the Plan are currently held and administered by State Street, with the exception of the investment "Cash – US Bank" which is held in a bank account in the name of the Plan trust (see Note 6).

Date of Managements Review

Subsequent events were evaluated through October 10, 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			
Mutual Funds	$ 2,054,128	$ 2,054,128	$ -
Guaranteed Investment Contract	355,386	-	355,386
Collective Investment Trusts	110,806	110,806	-
Total	$ 2,520,320	$ 2,164,934	$ 355,386
December 31, 2010			
Mutual Funds	$ 1,647,507	$ 1,647,507	$ -
Guaranteed Investment Contract	549,657	-	549,657
Collective Investment Trusts	69,315	69,315	-
Total	$ 2,266,479	$ 1,716,822	$ 549,657

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 SSGA	Guaranteed Investment Contract Invesco
Year Ended December 31, 2011		
Beginning balance	$ 549,657	$ -
Total gains or losses (realized and unrealized) at fair value	(5,649)	12,791
Purchases, sales, issuances and settlements (net)	(544,008)	342,595
Ending balance	$ -	$ 355,386
Year Ended December 31, 2010		
Beginning balance	$ -	$ -
Total gains or losses (realized and unrealized) at fair value	10,499	-
Purchases, sales, issuances and settlements (net)	539,158	-
Ending balance	$ 549,657	$ -

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 year 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 guaranteed investment contract (Invesco Stable Asset ADP85) 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:		
SSGA Stable Value Fund	$ -	$ 549,657
Invesco Stable Asset ADP85	355,386	-
Subtotal Guaranteed Investment Contracts	355,386	549,657
Collective Investment Trusts:		
SSGA S&P 500 Index Fund	87,999	62,367
SSGA S&P Mid Cap Index	22,807	6,948
Subtotal Collective Investment Trusts	110,806	69,315
Mutual Funds:		
Pimco Real Return Fund	31,307	35,175
Pimco Total Return Fund	131,897	116,971
Thornburg International Value	92,481	129,717
Thornburg Value	87,480	98,744
T. Rowe Price Retirement 2050	4,897	2,284
T. Rowe Price Retirement 2040	27,912	11,703
T. Rowe Price Retirement 2030	36,283	19,590
T. Rowe Price Retirement 2020	51,085	27,540
T. Rowe Price Retirement 2010	16,649	8,791
T. Rowe Price Retirement Inc.	21,688	4,826
Mainstay Icap International	87,903	79,094
Fidelity Advisors Small Cap	39,739	56,762
Invesco Global Health Care	65,091	7,401
DWS Dreman Small Cap Value	53,126	42,660
Victory Established Value	43,451	36,501
Alger Capital Appr. Instit.	279,926	271,972
Perkins Small Cap Value FD	23,229	23,843
Janus Forty Fund	35,718	40,099
Janus Balanced Fund	205,317	169,312
Janus Overseas Fund	124,085	156,178
Prudential High Yield	19,273	28,097
Putnam Amer. Govt. Inc. FD	45,192	31,404
Putnam Equity Inc.	44,665	29,275
RS Emerging Markets Fund	116,688	43,763
Jennison 20/20 Focus	42,681	6,035
Jennison Mid-Cap Grwth	154,793	71,115
Oppenheimer Gold & Spec Min	82,057	95,099
Col Sel Comm & Info	89,515	3,556

Subtotal Mutual Funds	2,054,128	1,647,507
Total Investments at Fair Value	$ 2,520,320	$ 2,266,479

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

	2011	2010
Guaranteed Investment Contracts (at contract value)	$ 5,739	$ 4,491
Collective Investment Trusts	885	5,319
Mutual Funds	(224,563)	56,490
Net Change in Value	$ (217,939)	$ 66,300

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 (the Invesco Stable Asset ADP85) via a Group Trust with Invesco National Trust Company (Invesco). Invesco 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 Invesco, 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 $355,386 and $549,657, respectively. The contract value at December 31, 2011 and 2010 was $347,974 and $543,649, respectively. Accordingly, the adjustment from fair value to contract value totaled $(7,412) and ($6,008) 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 State Street. 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	1.29%	1.10%
Based on interest rate credited to participants	1.72%	1.85%

Note 6 – Plan Merger and Transfers from (to) Other Qualified Plan

Plan Merger:

On April 1, 2010, the Company merged six related entity 401K Plans into the Company Plan. These six merged plans were the Pacifica San Jose 401k Plan, the ASDN Houston, LLC 401k Plan, the ASDN Austin, LLC 401k Plan, the ASDN Dallas, LLC dba Crown Plaza 401k Plan, the Stockton Hospitality LP 401k Plan and the Pacifica Centennial LLC 401k Plan (the "Merged Plans"). The Merged Plans transferred assets have been recognized in the accounts of the Plan as of April 1, 2010 and the activity of these Plans included in the Statement of Changes in Net Assets Available For Plan Benefits from April 1, 2010 through December 31, 2010.

Investments transferred in at April 1, 2010 for the Merged Plans totaled $855,023. The Company also was charged fees related to the transfer of the Merged Plans assets totaling $7,777 which are included in administrative fees in the accompanying Statement of Changes in Net Assets Available For Plan Benefits.

The changes in the net assets of the Merged Plans for the period January 1, 2010 through March 31, 2010 are set forth below:

Additions	
Investment Income	$ 33,690
Employee Contributions	31,847
Employer Contributions	5,419
Rollover Contributions	329
Total Contributions	37,595
Total Additions	71,285
Deductions	
Distributions	22,586
Administrative Expenses	2,472
Total Deductions	25,058
Net Increase in Net Assets Available for Plan Benefits	46,227
Beginning of Year	808,796
Ending Balance- Amount Merged into Plan	$ 855,023

Plan Transfer (to) from Other Qualified Plan – PCPR, LLC:

In April 2010, a new unaffiliated entity, PCPR, LLC ("PCPR") was formed. PCPR established a 401k Plan ("PCPR Plan"). PCPR employed certain Plan participants who were then no longer eligible to participate and were terminated from the Plan ("Former Plan Participants"). On April 1, 2010 the account balances of the Former Plan Participants totaling $370,151 were transferred to the PCPR Plan from the Plan.

In 2011, it was discovered that four (4) employee accounts had been transferred to the PCPR Plan in error. Once the error was discovered, the participant accounts were transferred back to the Plan. This transfer totaled $44,516.

Plan Transfer from Other Qualified Plans:

On October 7, 2011, a Transfer totaling $1,429,754 was made to the Company Plan from three (3) related Qualified Plans for the benefit of eligible participants (the "Transfer"). The Transfer related to and is being allocated to the eligible participants who were eligible employees for the period January 1, 2001 to December 31, 2004. The Transfer was deposited into a Plan Trust bank account entitled "Cash – US Bank" on behalf of the

Company Plan, but has not yet been transferred into the State Street Trustee account in 2011.

Note 7 – Related Party Transactions

Certain Plan investments are managed by State Street, the Plan Trustee, therefore these transactions qualify as parties-in-interest. Fees paid by the Plan for investment management services and other fees in 2011 and 2010 were $10,113 and $17,770, respectively.

Note 8 – Excess Contributions

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 $80,128 and $83,302 in excess contributions due participants which were refunded to participants in 2012 and 2011, respectively. In 2011, an additional $6,416 of corrective distributions were made related to 2010. The Plan made these corrective contributions in a timely manner and as such, is not subject to an excise tax penalty.

Note 9 – Plan Termination

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 terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note 10 – 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	$ 2,597,965	$ 2,289,769
Plan Transfer – Cash – US Bank	1,429,754	-
Contributions receivable	17,758	19,756

Excess contributions	(80,128)	(83,302)
Net assets available for benefits per the financial statements	$ 3,965,349	$ 2,226,223

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
Increase in net assets available for Plan benefits per Schedule H of Form 5500	$ 263,680	$ 549,718
Add: Contributions receivable at December 31, 2011 and 2010	17,758	19,756
Less: Contributions receivable at December 31, 2010 and 2009	(19,756)	-
Add: Excess contributions at December 31, 2010 and 2009	83,302	63,060
Less: Excess contributions at December 31, 2011 and 2010	(80,128)	(83,302)
Less: Deemed distribution at December 31, 2011 and 2010	-	(1,567)
Less: Net fees recognized on transfer of funds between trustees	-	(7,777)
Increase in net assets available for Plan benefits per financial statements	$ 264,856	$ 539,888

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

	2011	2010
Transfer of asset per 5500 (net)	$ 44,516	$ 477,095
Add: Plan transfer – Cash - US Bank	1,429,754	-
Add: Net fees recognized on transfer of funds between trustees	-	7,777
Transfer of assets per financial statements (net)	$ 1,474,270	$ 484,872

Note 11 – Tax Status

The Plan is a Prototype Plan originally sponsored by ADP. This Prototype Plan received a determination letter from the IRS that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes the Plan continues to be operated in compliance with applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statement.

Note 12 – Risks and Uncertainties

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

SUPPLEMENTAL

SCHEDULES

PACIFICA HOSTS, INC. 401(k) PLAN
EIN: 33-0627796 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:			
	Invesco	Stable Asset ADP85		$ 347,974
	Common Collective Trusts:			
*	SSGA	S&P 500 Index Fund		87,999
*	SSGA	S&P Mid Cap Index		22,807
	Total Common Collective Trusts			110,806
	Mutual Funds:			
	Pimco	Real Return Fund		31,307
	Pimco	Total Return Fund		131,897
	Thornburg	International Value		92,481
	Thornburg	Value		87,480
	T. Rowe Price	Retirement 2050		4,897
	T. Rowe Price	Retirement 2040		27,912
	T. Rowe Price	Retirement 2030		36,283
	T. Rowe Price	Retirement 2020		51,085
	T. Rowe Price	Retirement 2010		16,649
	T. Rowe Price	Retirement Inc.		21,688
	Mainstay	Icap International		87,903
	Fidelity Advisors	Small Cap		39,739
	Invesco	Global Health Care		65,091
	DWS Dreman	Small Cap Value		53,126
	Victory	Established Value		43,451
	Alger Capital	Appr. Instit.		279,926
	Perkins	Small Cap Value FD		23,229
	Janus	Forty Fund		35,718
	Janus	Balanced Fund		205,317
	Janus	Overseas Fund		124,085
	Prudential	High Yield		19,273
	Putnam	Amer. Govt. Inc. FD		45,192
	Putnam	Equity Inc		44,665
	RS	Emerging Markets Fund		116,688
	Jennison	20/20 Focus		42,681
	Jennison	Mid-Cap Growth		154,793
	Oppenheimer	Gold & Spec Min		82,057
	Col Sel	Comm & Info		89,515
	Total Mutual Funds			2,054,128
	Investments, at contract value			2,512,908
	Adjustment from contract value to fair value for fully benefit responsive investment contract (Invesco Stable Asset ADP85)			7,412
	Investments, at fair value			$ 2,520,320

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

See notes to financial statements.

PACIFICA HOSTS, INC. 401(k) PLAN
EIN: 33-0627796 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:			
*	SSGA	Stable Value Fund		$ 543,649
	Common Collective Trusts:			
*	SSGA	S&P 500 Index Fund		62,367
*	SSGA	S&P Mid Cap Index		6,948
	Total Common Collective Trusts			69,315
	Mutual Funds:			
	Pimco	Real Return Fund		35,175
	Pimco	Total Return Fund		116,971
	Thornburg	International Value		129,717
	Thornburg	Value		98,744
	T. Rowe Price	Retirement 2050		2,284
	T. Rowe Price	Retirement 2040		11,703
	T. Rowe Price	Retirement 2030		19,590
	T. Rowe Price	Retirement 2020		27,540
	T. Rowe Price	Retirement 2010		8,791
	T. Rowe Price	Retirement Inc.		4,826
	Mainstay	Icap International		79,094
	Fidelity Advisors	Small Cap		56,762
	Invesco	Global Health Care		7,401
	DWS Dreman	Small Cap Value		42,660
	Victory	Established Value		36,501
	Alger Capital	Appr. Instit.		271,972
	Perkins	Small Cap Value FD		23,843
	Janus	Forty Fund		40,099
	Janus	Balanced Fund		169,312
	Janus	Overseas Fund		156,178
	Prudential	High Yield		28,097
	Putnam	Amer. Govt. Inc. FD		31,404
	Putnam	Equity Inc		29,275
	RS	Emerging Markets Fund		43,763
	Jennison	20/20 Focus		6,035
	Jennison	Mid-Cap Growth		71,115
	Oppenheimer	Gold & Spec Min		95,099
	Col Sel	Comm & Info		3,556
	Total Mutual Funds			1,647,507
	Investments, at contract value			2,260,471
	Adjustment from contract value to fair value for fully benefit responsive investment contract (SSGA Stable Value Fund)			6,008
	Investments, at fair value			$ 2,266,479

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

See notes to financial statements.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PACIFICA HOSTS, INC. 401(K) PLAN **EIN:** 33-0627796
Plan Sponsor's Name PACIFICA HOSTS, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PIMCO REAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		31,307
	THORNBURG INTL VALUE - R4	REGISTERED INVESTMENT COMPANY		92,481
	THORNBURG VALUE FUND - R4	REGISTERED INVESTMENT COMPANY		87,480
	T. ROWE PRICE RETIRE 2050 - R	REGISTERED INVESTMENT COMPANY		4,897
	MAINSTAY ICAP INTERNATIONAL R2	REGISTERED INVESTMENT COMPANY		87,903
	FIDELITY ADVISOR SMALL CAP - T	REGISTERED INVESTMENT COMPANY		39,739
	PIMCO TOTAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		131,897

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PACIFICA HOSTS, INC. 401(K) PLAN **EIN:** 33-0627796
Plan Sponsor's Name PACIFICA HOSTS, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	INVESCO GLOBAL HEALTH CARE - A	REGISTERED INVESTMENT COMPANY		65,091
	DWS DREMAN SMALL CAP VALUE-A	REGISTERED INVESTMENT COMPANY		53,126
	VICTORY ESTABLISHED VALUE - A	REGISTERED INVESTMENT COMPANY		43,451
	ALGER CAPITAL APPR INSTIT - I	REGISTERED INVESTMENT COMPANY		279,927
	PERKINS SMALL CAP VALUE FD - S	REGISTERED INVESTMENT COMPANY		23,229
	JANUS FORTY FUND - S	REGISTERED INVESTMENT COMPANY		35,718
	JANUS BALANCED FUND - S	REGISTERED INVESTMENT COMPANY		205,317

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PACIFICA HOSTS, INC. 401(K) PLAN **EIN:** 33-0627796
Plan Sponsor's Name PACIFICA HOSTS, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JANUS OVERSEAS FUND - S	REGISTERED INVESTMENT COMPANY		124,085
	PRUDENTIAL HIGH YIELD - A	REGISTERED INVESTMENT COMPANY		19,273
	PUTNAM AMER GOVT INC FD - A	REGISTERED INVESTMENT COMPANY		45,192
	PUTNAM EQUITY INC - A	REGISTERED INVESTMENT COMPANY		44,665
	RS EMERGING MARKETS FUND - A	REGISTERED INVESTMENT COMPANY		116,688
	JENNISON 20/20 FOCUS - A	REGISTERED INVESTMENT COMPANY		42,681
	JENNISON MID-CAP GROWTH - A	REGISTERED INVESTMENT COMPANY		154,793

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PACIFICA HOSTS, INC. 401(K) PLAN **EIN:** 33-0627796
Plan Sponsor's Name PACIFICA HOSTS, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	OPPENHEIMER GOLD & SPEC MIN -A	REGISTERED INVESTMENT COMPANY		82,057
	COL SEL COMM & INFO A	REGISTERED INVESTMENT COMPANY		89,516
	T.ROWE PRICE RETIREMENT 2020-R	REGISTERED INVESTMENT COMPANY		51,085
	T.ROWE PRICE RETIREMENT 2030-R	REGISTERED INVESTMENT COMPANY		36,283
	T.ROWE PRICE RETIREMENT 2040-R	REGISTERED INVESTMENT COMPANY		27,912
	T. ROWE PRICE RETIREMENT INC-R	REGISTERED INVESTMENT COMPANY		21,688
	T.ROWE PRICE RETIREMENT 2010-R	REGISTERED INVESTMENT COMPANY		16,649

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PACIFICA HOSTS, INC. 401(K) PLAN **EIN:** 33-0627796
Plan Sponsor's Name PACIFICA HOSTS, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 7.00%)		85,057
	SSGA S&P 500 INDEX FUND	COMMON/COLLECTIVE TRUST		87,999
	SSGA S&P MIDCAP INDEX	COMMON/COLLECTIVE TRUST		22,807
	INVESCO STABLE ASSET ADP85	COMMON/COLLECTIVE TRUST		347,974