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;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
OJAI VALLEY INN 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/1996

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

OVIS LLC, DBA OJAI VALLEY INN & SPA

905 COUNTRY CLUB ROAD
OJAI, CA 93023

2b Employer Identification Number (EIN) 37-1472460

2c Sponsor's telephone number 805-640-2084

2d Business code (see instructions) 721110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	12/04/2012	MERDAD SAEIDI
	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")
OVIS LLC, DBA OJAI VALLEY INN & SPA

905 COUNTRY CLUB ROAD
OJAI, CA 93023

3b Administrator's EIN
37-1472460

3c Administrator's telephone number
805-640-2084

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**	509
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**	467
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	49
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	516
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	516
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	276
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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:
3D 2J 2F 2G 2K 2E 3H 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
OJAI VALLEY INN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OVIS LLC, DBA OJAI VALLEY INN & SPA

D Employer Identification Number (EIN)
37-1472460

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	37297-001	516	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	5960

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

WILLIAM J. SHANBROM
603 W. OJAI AVENUE
OJAI, CA 93023

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	5960	SERVICES TO INSURER OR PLAN	4

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	1382948
5	Current value of plan's interest under this contract in separate accounts at year end	5	2726221

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	1197315
c	Additions: (1) Contributions deposited during the year	7c(1)	243242		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	28576		
	(4) Transferred from separate account	7c(4)	43706		
	(5) Other (specify below)	7c(5)	42159		
	▶ LOAN REPAYMENTS, FORFEITURE CREDITS MISCELLANEOUS IN				
	(6) Total additions			7c(6)	357683
d	Total of balance and additions (add **b** and **c(6)**)			7d	1554998
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	87859		
	(2) Administration charge made by carrier	7e(2)	361		
	(3) Transferred to separate account	7e(3)	45504		
	(4) Other (specify below)	7e(4)	38326		
	▶ LOAN INITIATIONS, MISCELLANEOUS OUT FORFEITURE DEBITS				
	(5) Total deductions			7e(5)	172050
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1382948

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)

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
OJAI VALLEY INN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OVIS LLC, DBA OJAI VALLEY INN & SPA

D Employer Identification Number (EIN)
37-1472460

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	2944	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
OJAI VALLEY INN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
OVIS LLC, DBA OJAI VALLEY INN & SPA

D Employer Identification Number (EIN)
37-1472460

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: LARGE CAP GROW/JP MORGAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-141	P	316458

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-132	P	311015

a Name of MTIA, CCT, PSA, or 103-12 IE: THORN CORE GR R3

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-500	P	150357

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/INTEGRITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-439	P	112293

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/INTEGRITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-441	P	43950

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OFII GLOBAL STRATEGY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-308	P	188235

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

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-250	P	176703

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME AGGRESSIVE			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-166	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	145366
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME GROWTH FD			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	165898
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED FD			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-168	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	267580
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME CONSERVATIVE			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-169	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	146030
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME INCOME & EQUITY			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-170	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	99490
a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	143049
a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP BLEND/VICTORY			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-177	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	176874
a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/AJO FUND			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-129	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	93365
a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED I/WELLINGTON MGT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-084	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	127126
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/AQR			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-125	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	62432

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
OJAI VALLEY INN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OVIS LLC, DBA OJAI VALLEY INN & SPA

D Employer Identification Number (EIN)
37-1472460

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)	132934	109401
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2684470	2726221
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1197315	1382948
(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	4014719	4218570
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	4014719	4218570

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)	150804	
(B) Participants	2a(1)(B)	494216	
(C) Others (including rollovers)	2a(1)(C)	13340	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		658360
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)	5619	
(F) Other	2b(1)(F)	28576	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		34195
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-30370
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		3253
d Total income. Add all **income** amounts in column (b) and enter total	2d		665438
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	429972	
(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)		429972
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		23527
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)	8088	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8088
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		461587
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		203851
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KELLOGG & ANDELSON ACCOUNTANCY CORP (2) EIN: 95-2793306

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
OJAI VALLEY INN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OVIS LLC, DBA OJAI VALLEY INN & SPA

D Employer Identification Number (EIN)
37-1472460

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): 22-1211670

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):

OJAI VALLEY INN 401(K) SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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To the Participants and Plan Administrator of the
Ojai Valley Inn 401(k) Savings Plan
Ojai, California



Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Ojai Valley Inn 401(k) Savings Plan (the Plan) as of December 31, 2011 and 2010, the related statement of changes in net assets available for plan benefits for the year ended December 31, 2011, and the supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's administrator.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Kellogg + Andelson

October 10, 2012

OJAI VALLEY INN 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments, participant-directed, at fair value	$ 4,109,169	$ 3,881,785
Notes receivable from participants	109,401	132,934
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 4,218,570	$ 4,014,719

The accompanying notes are an integral part
of the financial statements

OJAI VALLEY INN 401(K) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Interest	$ 28,576
Total investment income	28,576
Interest income on notes receivable from participants	5,619
Contributions:	
Employer	150,804
Participants	494,216
Rollover	13,340
Total contributions	658,360
Other income	3,253
Total additions	695,808
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Net change in fair value of investments	30,370
Benefit payments	429,972
Deemed distributions of notes receivable from participants	23,527
Administrative expenses	8,088
Total deductions	491,957
Net change	203,851
NET ASSETS AVAILABLE FOR PLAN BENEFITS:	
Beginning of year	4,014,719
End of year	$ 4,218,570

The accompanying notes are an integral part
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OJAI VALLEY INN 401(K) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Ojai Valley Inn 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective March 1, 1996 for the benefit of eligible non-union employees of OVIS LLC (the Company) who are age 21 or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and the Internal Revenue Code (IRC). The Plan was restated and amended at various dates through December 31, 2011 to comply with applicable laws and regulations.

Contributions

Each participant may contribute up to 80% of their pre-tax annual compensation to the Plan, subject to the IRC limitations. Plan participants over age 50 may also defer catch-up contributions, subject to the IRC limitations. Rollovers from other qualified plans are accepted. Participants direct the investment of their contributions into various investment options offered by the Plan and may change their investment elections at any time.

The Company may make discretionary matching contribution of a percentage of compensation that a participant contributes to the Plan. The participant is eligible to receive the Company matching contribution after completing one year of service. During the years ended December 31, 2011 and 2010, the Company matched 100% of the first two percent of compensation that eligible participants contributed to the Plan.

Participant Accounts

Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions (including those rolled over from another qualifying plan or trust), the Company contributions, and an allocation of Plan earnings, and charged with benefit payments and allocations of Plan losses and 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 own contributions plus actual earnings thereon. Vesting in the Company's contributions portion of their accounts plus earnings thereon is based on years of continuous service. A participant is 100% vested after five years of credited service.

NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

Plan Administration

The Company is the plan administrator and is responsible for managing the day-to-day operations of the Plan. The Plan's assets are held by Prudential Retirement Insurance and Annuity Company (Prudential), the trustee of the Plan, which invests cash received, interest, and dividend income, and makes distributions to participants. Prudential also administers the payment of interest and principal on participants' notes receivable, which are reimbursed to Prudential through payroll deductions, as determined by the Plan agreement.

Forfeitures

Forfeitures of the unvested balance of terminated participants' accounts are used to offset administrative expenses first and then discretionary matching contributions. Forfeitures used to offset administrative expenses during the year ended December 31, 2011 amounted to $8,998. As of December 31, 2011 and 2010, there were $19,140 and $12,078, respectively, in forfeitures available for future use.

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Upon retirement or separation from service with the Company for any reason (termination, disability, or death), the vested balance in a participant's account will be paid to the participant (or participant's beneficiary in the event of death) in a lump sum or as a direct rollover to an individual retirement account (IRA) or another employer's tax qualified plan. Payment of the vested account balances of $3,500 and above can be deferred until the age of 70 ½. In addition, hardship distributions are permitted if certain criteria are met.

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Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum limited to the lesser of $50,000 or 50% of the vested portion of their account balance. A loan is collateralized by the balance in the participant's account, bears interest at a rate commensurate with market rates for similar loans, as defined (ranging from 4.25% to 9.25% for the years ended December 31, 2011 and 2010), and is repaid through payroll deductions over a period not to exceed five years.

Administrative Expenses

A portion of administrative expenses, including audit fees and cost of communication with participants, is paid by the Company, while certain Plan fees and expenses are netted to reduce the participants' credited investment return.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of additions and deductions during the reporting periods. The most important of these estimates and assumptions relate to fair value measurements of the Plan investments. These and other estimates and assumptions are based on the best available information but actual results could be materially different from those estimates.

Risks and Uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Valuation of Investments

In accordance with GAAP, all assets of the Plan are stated at fair value or amounts approximating fair value. Fair value is the amount 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 (Note 7). GAAP also requires the statements of net assets available for plan benefits present the adjustment from fair value to contract value for the fully benefit-responsive investment contracts, and the statement of changes in net assets available for plan benefits to be prepared on a contract value basis for the fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts are the contracts that guarantee that (1) the crediting rate provided under the contract will not fall below zero and (2) participant-initiated withdrawals from the fund (i.e., withdrawals as the result of death, disability, retirement, termination of employment, hardship withdrawal, loan, and transfers to a non-competing fund) will be covered at contract value.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Investment Contract with Insurance Company

The Plan invests in the Guaranteed Income Fund (the Fund). The Fund is considered evergreen group annuity contract issued by Prudential and backed by its general account. Prudential guarantees the principal and promises to pay interest at crediting rates, which are announced in advance and guaranteed for a specified period of time. There are no pre-defined cash flows, maturity dates, or a singular interest crediting rate from inception through discontinuance. Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the Fund regardless of timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. The crediting rates are established without the use of a specific formula. Prudential considers many factors, including economic and market conditions as well as general interest rate environment. The minimum crediting rate for the Fund is 1.50%.

During the years ended December 31, 2011 and 2010, crediting interest rates for the Fund were as follows:

	2011	2010
Based on actual earnings	2.30 %	2.35%
Based on interest rate credited to participants	2.30 %	2.35%

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balances at contract value. Market value adjustment does not apply upon discontinuance. Thus, this annuity contract is considered fully benefit-responsive, as defined by GAAP, and reported at contract value. Given the nature of this annuity contract, contract value equals fair value. Contract value represents contributions made under the contract, plus earning, less participant withdrawals and administrative expenses.

There is no event that limits the ability of the Plan to transact at contract value with Prudential. There are also no events or circumstances that would allow Prudential to terminate the fully benefit-responsive contract with the Plan and settle at an amount different from contract value.

Recognition of Income

Net change in fair value of investments includes realized and unrealized gains and losses on investments sold or held during the year. Sales and purchases are accounted for on a trade date basis, and interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Notes Receivable from Participants

The notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned.

Benefits

Benefit payments to participants are recorded when paid.

Subsequent Events

In accordance with GAAP, events occurring between December 31, 2011 and October 10, 2012 (the date the financial statements were available to be issued) were evaluated, and no material subsequent events that required recognition in these financial statements were noted.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements*. The guidance, which was effective for reporting periods beginning after December 15, 2009, required additional disclosures about transfers between levels within the fair value hierarchy, and clarified existing disclosure requirements regarding classes of assets and liabilities measured at fair value. The Plan adopted this new guidance in 2010. Additional guidance, which is effective for reporting periods beginning after December 15, 2010, requires the Plan to present information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation of the beginning and ending balance of Level 3 fair value measurements. Additional guidance adopted effective January 1, 2011 had no effect on the Plan's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU No. 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU No. 2011-04 requires information about all transfers between Levels 1 and 2, not just significant transfers, as well as additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. It also requires disclosure of the categorization by level for items that are not measured at fair value in the statement of net assets available for benefits but are disclosed at fair value.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Recent Accounting Pronouncements - Continued

The new guidance is effective for reporting periods beginning after December 15, 2011. Plan management does not expect the adoption of ASU No. 2011-04 to have a material effect on the statements of net assets available for benefits and statements of changes in net assets available for benefits.

NOTE 3 - INCOME TAX STATUS

The Company has adopted a Prototype Profit Sharing Plan, which received a favorable opinion letter on March 31, 2008 from the Internal Revenue Service (IRS), stating that the Plan was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

In accordance with GAAP, the Plan management is required to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken. As a result, the Plan has recognized no interest or penalties related to uncertain tax positions.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 4 - PLAN AMENDMENT AND TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan document 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 accounts.

NOTE 5 - CERTIFIED FINANCIAL INFORMATION

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

NOTE 5 - CERTIFIED FINANCIAL INFORMATION - CONTINUED

Accordingly, the trustee of the Plan has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for plan benefits as of December 31, 2011 and 2010, and the supplemental Schedule H, line 4i – Schedule of assets (Held at End of Year) as of December 31, 2011, and the related investment activity reflected in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2011.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Prudential, the trustee, as defined by the Plan. Therefore, these transactions qualify as party-in-interest and are denoted as such on the Supplemental Schedule H, line 4i – Schedule Assets (Held at End of Year). However, these party-in-interest transactions are exempt pursuant to ERISA regulations.

NOTE 7 - FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date (an exit price). The fair value hierarchy prioritized the inputs to valuation techniques used to measure fair value into three levels, with the highest priority given to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority given to unobservable inputs (Level 3).

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

The valuation methodologies used for the Plan assets measured at fair value on a recurring basis are as follows:

- Pooled separate accounts are made up of various underlying investments and are valued based on the market value of these investments. The NAV of the pooled separate account is not a publicly-quoted price in an active market, but it is based on underlying investments, which are traded in an active market.

- Guaranteed Income Fund (the Fund) has no specific underlying assets assigned, and there are no fair value adjustments upon discontinuance. As such, the fair value of the Fund is equal to the contract value. Contract value represents contributions made under the contract, plus earning, less participant withdrawals and administrative expenses.

NOTE 7 - FAIR VALUE MEASUREMENTS - CONTINUED

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

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require transfer of financial instruments from one level to another. In such instances, the transfer is reported at the end of the reporting period. There have been no changes in the valuation methodologies used at December 31, 2011 and 2010 to value the Plan's assets at fair value, and there were no significant transfers in or out of Levels 1, 2, or 3.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis:

	Fair Value Measurement at December 31, 2011 Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$ -	$ 2,726,221	$ -	$ 2,726,221
Guaranteed income fund	-	-	1,382,948	1,382,948
Total investments	$ -	$ 2,726,221	$ 1,382,948	$ 4,109,169

	Fair Value Measurement at December 31, 2010 Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$ -	$ 2,684,470	$ -	$ 2,684,470
Guaranteed income fund	-	-	1,197,315	1,197,315
Total investments	$ -	$ 2,684,470	$ 1,197,315	$ 3,881,785

For Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2011, the reconciliations of beginning and ending balances are as follows:

NOTE 7 - FAIR VALUE MEASUREMENTS - CONTINUED

	Guaranteed Income Fund
Fair value at January 1, 2011	$ 1,197,315
Interest income	28,576
Purchases	329,107
Sales	(172,050)
Fair value at December 31, 2011	$ 1,382,948

NOTE 8 - INVESTMENTS

The fair values of individual investments that represent 5% or more of the Plan's net assets at December 31, 2011 and 2010 are as follows:

	2011	2010
Guaranteed Income Fund	$ 1,382,948	$ 1,197,315
LC GR/Turner Inv Partners Fund	316,458	303,877
Small Cap Growth/TimesSquare Fund	311,015	380,644
Lifetime Balanced Fund	267,580	257,733
Large Cap Blend/Victory Fund	176,874*	234,255

* For comparison purposes

During the Plan year ended December 31, 2011, the Plan's investments (including dividends, interest, gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,794.

OJAI VALLEY INN 401(K) SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest Collateral, Par and Maturity Value	(d) Cost	(e) Current Value
*	Prudential	Guaranteed Income Fund – 31,227 units	**	$ 1,382,948
*	Prudential	*Pooled Separate Accounts:*		
		Large Cap Growth/JP Morgan – 28,147 units	**	316,458
		Small Cap Growth/TimesSquare Fund – 10,625 units	**	311,015
		Thornburg Core Growth Fund – 9,874 units	**	150,357
		Small Cap Value/Integrity Fund– 8,455 units	**	112,293
		Mid Cap Value/Integrity Fund – 3,657 units	**	43,950
		SA/OFII Global Strategy Fund – 2,645 units	**	188,235
		Core Bond Fund – 9,518 units	**	176,703
		Lifetime Aggressive Fund – 9,103 units	**	145,366
		Lifetime Growth Fund – 9,982 units	**	165,898
		Lifetime Balanced Fund – 16,144 units	**	267,580
		Lifetime Conservative Fund – 8,504 units	**	146,030
		Lifetime Income and Equity Fund– 5,572 units	**	99,490
		Dryden S&P 500 Index Fund – 11,631 units	**	143,049
		Large Cap Blend/Victory Fund – 15,195 units	**	176,874
		Large Cap Value/AJO Fund – 6,899 units	**	93,365
		Balanced I/Wellington Management Fund – 2,384 units	**	127,126
		International Blend/AQR Fund – 5,743 units	**	62,432
				2,726,221
*	Notes receivable from participants	Interest at 4.25% - 9.25%, maturing through September 2016	-	109,401
				$ 4,218,570

* Party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

OJAI VALLEY INN 401(K) SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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To the Participants and Plan Administrator of the
Ojai Valley Inn 401(k) Savings Plan
Ojai, California



Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Ojai Valley Inn 401(k) Savings Plan (the Plan) as of December 31, 2011 and 2010, the related statement of changes in net assets available for plan benefits for the year ended December 31, 2011, and the supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's administrator.

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Kellogg + Andelson

October 10, 2012

OJAI VALLEY INN 401(K) SAVINGS PLAN

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Valuation of Investments

In accordance with GAAP, all assets of the Plan are stated at fair value or amounts approximating fair value. Fair value is the amount 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 (Note 7). GAAP also requires the statements of net assets available for plan benefits present the adjustment from fair value to contract value for the fully benefit-responsive investment contracts, and the statement of changes in net assets available for plan benefits to be prepared on a contract value basis for the fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts are the contracts that guarantee that (1) the crediting rate provided under the contract will not fall below zero and (2) participant-initiated withdrawals from the fund (i.e., withdrawals as the result of death, disability, retirement, termination of employment, hardship withdrawal, loan, and transfers to a non-competing fund) will be covered at contract value.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Investment Contract with Insurance Company

The Plan invests in the Guaranteed Income Fund (the Fund). The Fund is considered evergreen group annuity contract issued by Prudential and backed by its general account. Prudential guarantees the principal and promises to pay interest at crediting rates, which are announced in advance and guaranteed for a specified period of time. There are no pre-defined cash flows, maturity dates, or a singular interest crediting rate from inception through discontinuance. Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the Fund regardless of timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. The crediting rates are established without the use of a specific formula. Prudential considers many factors, including economic and market conditions as well as general interest rate environment. The minimum crediting rate for the Fund is 1.50%.

During the years ended December 31, 2011 and 2010, crediting interest rates for the Fund were as follows:

	2011	2010
Based on actual earnings	2.30 %	2.35%
Based on interest rate credited to participants	2.30 %	2.35%

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balances at contract value. Market value adjustment does not apply upon discontinuance. Thus, this annuity contract is considered fully benefit-responsive, as defined by GAAP, and reported at contract value. Given the nature of this annuity contract, contract value equals fair value. Contract value represents contributions made under the contract, plus earning, less participant withdrawals and administrative expenses.

There is no event that limits the ability of the Plan to transact at contract value with Prudential. There are also no events or circumstances that would allow Prudential to terminate the fully benefit-responsive contract with the Plan and settle at an amount different from contract value.

Recognition of Income

Net change in fair value of investments includes realized and unrealized gains and losses on investments sold or held during the year. Sales and purchases are accounted for on a trade date basis, and interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Notes Receivable from Participants

The notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned.

Benefits

Benefit payments to participants are recorded when paid.

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In accordance with GAAP, events occurring between December 31, 2011 and October 10, 2012 (the date the financial statements were available to be issued) were evaluated, and no material subsequent events that required recognition in these financial statements were noted.

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Recent Accounting Pronouncements - Continued

The new guidance is effective for reporting periods beginning after December 15, 2011. Plan management does not expect the adoption of ASU No. 2011-04 to have a material effect on the statements of net assets available for benefits and statements of changes in net assets available for benefits.

NOTE 3 - INCOME TAX STATUS

The Company has adopted a Prototype Profit Sharing Plan, which received a favorable opinion letter on March 31, 2008 from the Internal Revenue Service (IRS), stating that the Plan was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 4 - PLAN AMENDMENT AND TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan document 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 accounts.

NOTE 5 - CERTIFIED FINANCIAL INFORMATION

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

NOTE 5 - CERTIFIED FINANCIAL INFORMATION - CONTINUED

Accordingly, the trustee of the Plan has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for plan benefits as of December 31, 2011 and 2010, and the supplemental Schedule H, line 4i – Schedule of assets (Held at End of Year) as of December 31, 2011, and the related investment activity reflected in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2011.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Prudential, the trustee, as defined by the Plan. Therefore, these transactions qualify as party-in-interest and are denoted as such on the Supplemental Schedule H, line 4i – Schedule Assets (Held at End of Year). However, these party-in-interest transactions are exempt pursuant to ERISA regulations.

NOTE 7 - FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date (an exit price). The fair value hierarchy prioritized the inputs to valuation techniques used to measure fair value into three levels, with the highest priority given to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority given to unobservable inputs (Level 3).

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

The valuation methodologies used for the Plan assets measured at fair value on a recurring basis are as follows:

- Pooled separate accounts are made up of various underlying investments and are valued based on the market value of these investments. The NAV of the pooled separate account is not a publicly-quoted price in an active market, but it is based on underlying investments, which are traded in an active market.

- Guaranteed Income Fund (the Fund) has no specific underlying assets assigned, and there are no fair value adjustments upon discontinuance. As such, the fair value of the Fund is equal to the contract value. Contract value represents contributions made under the contract, plus earning, less participant withdrawals and administrative expenses.

NOTE 7 - FAIR VALUE MEASUREMENTS - CONTINUED

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

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require transfer of financial instruments from one level to another. In such instances, the transfer is reported at the end of the reporting period. There have been no changes in the valuation methodologies used at December 31, 2011 and 2010 to value the Plan's assets at fair value, and there were no significant transfers in or out of Levels 1, 2, or 3.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis:

	Fair Value Measurement at December 31, 2011 Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$ -	$ 2,726,221	$ -	$ 2,726,221
Guaranteed income fund	-	-	1,382,948	1,382,948
Total investments	$ -	$ 2,726,221	$ 1,382,948	$ 4,109,169

	Fair Value Measurement at December 31, 2010 Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$ -	$ 2,684,470	$ -	$ 2,684,470
Guaranteed income fund	-	-	1,197,315	1,197,315
Total investments	$ -	$ 2,684,470	$ 1,197,315	$ 3,881,785

For Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2011, the reconciliations of beginning and ending balances are as follows:

NOTE 7 - FAIR VALUE MEASUREMENTS - CONTINUED

	Guaranteed Income Fund
Fair value at January 1, 2011	$ 1,197,315
Interest income	28,576
Purchases	329,107
Sales	(172,050)
Fair value at December 31, 2011	$ 1,382,948

NOTE 8 - INVESTMENTS

The fair values of individual investments that represent 5% or more of the Plan's net assets at December 31, 2011 and 2010 are as follows:

	2011	2010
Guaranteed Income Fund	$ 1,382,948	$ 1,197,315
LC GR/Turner Inv Partners Fund	316,458	303,877
Small Cap Growth/TimesSquare Fund	311,015	380,644
Lifetime Balanced Fund	267,580	257,733
Large Cap Blend/Victory Fund	176,874*	234,255

* For comparison purposes

During the Plan year ended December 31, 2011, the Plan's investments (including dividends, interest, gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,794.

OJAI VALLEY INN 401(K) SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest Collateral, Par and Maturity Value	(d) Cost	(e) Current Value
*	Prudential	Guaranteed Income Fund – 31,227 units	**	$ 1,382,948
*	Prudential	*Pooled Separate Accounts:*		
		Large Cap Growth/JP Morgan – 28,147 units	**	316,458
		Small Cap Growth/TimesSquare Fund – 10,625 units	**	311,015
		Thornburg Core Growth Fund – 9,874 units	**	150,357
		Small Cap Value/Integrity Fund– 8,455 units	**	112,293
		Mid Cap Value/Integrity Fund – 3,657 units	**	43,950
		SA/OFII Global Strategy Fund – 2,645 units	**	188,235
		Core Bond Fund – 9,518 units	**	176,703
		Lifetime Aggressive Fund – 9,103 units	**	145,366
		Lifetime Growth Fund – 9,982 units	**	165,898
		Lifetime Balanced Fund – 16,144 units	**	267,580
		Lifetime Conservative Fund – 8,504 units	**	146,030
		Lifetime Income and Equity Fund– 5,572 units	**	99,490
		Dryden S&P 500 Index Fund – 11,631 units	**	143,049
		Large Cap Blend/Victory Fund – 15,195 units	**	176,874
		Large Cap Value/AJO Fund – 6,899 units	**	93,365
		Balanced I/Wellington Management Fund – 2,384 units	**	127,126
		International Blend/AQR Fund – 5,743 units	**	62,432
				2,726,221
*	Notes receivable from participants	Interest at 4.25% - 9.25%, maturing through September 2016	-	109,401
				$ 4,218,570

* Party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

OJAI VALLEY INN 401(K) SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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To the Participants and Plan Administrator of the
Ojai Valley Inn 401(k) Savings Plan
Ojai, California



Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Ojai Valley Inn 401(k) Savings Plan (the Plan) as of December 31, 2011 and 2010, the related statement of changes in net assets available for plan benefits for the year ended December 31, 2011, and the supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's administrator.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 5, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Kellogg + Andelson

October 10, 2012

OJAI VALLEY INN 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments, participant-directed, at fair value	$ 4,109,169	$ 3,881,785
Notes receivable from participants	109,401	132,934
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 4,218,570	$ 4,014,719

The accompanying notes are an integral part
of the financial statements

OJAI VALLEY INN 401(K) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Interest	$ 28,576
Total investment income	28,576
Interest income on notes receivable from participants	5,619
Contributions:	
Employer	150,804
Participants	494,216
Rollover	13,340
Total contributions	658,360
Other income	3,253
Total additions	695,808
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Net change in fair value of investments	30,370
Benefit payments	429,972
Deemed distributions of notes receivable from participants	23,527
Administrative expenses	8,088
Total deductions	491,957
Net change	203,851
NET ASSETS AVAILABLE FOR PLAN BENEFITS:	
Beginning of year	4,014,719
End of year	$ 4,218,570

The accompanying notes are an integral part
of the financial statements

OJAI VALLEY INN 401(K) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Ojai Valley Inn 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective March 1, 1996 for the benefit of eligible non-union employees of OVIS LLC (the Company) who are age 21 or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and the Internal Revenue Code (IRC). The Plan was restated and amended at various dates through December 31, 2011 to comply with applicable laws and regulations.

Contributions

Each participant may contribute up to 80% of their pre-tax annual compensation to the Plan, subject to the IRC limitations. Plan participants over age 50 may also defer catch-up contributions, subject to the IRC limitations. Rollovers from other qualified plans are accepted. Participants direct the investment of their contributions into various investment options offered by the Plan and may change their investment elections at any time.

The Company may make discretionary matching contribution of a percentage of compensation that a participant contributes to the Plan. The participant is eligible to receive the Company matching contribution after completing one year of service. During the years ended December 31, 2011 and 2010, the Company matched 100% of the first two percent of compensation that eligible participants contributed to the Plan.

Participant Accounts

Individual accounts are maintained for each of the Plan's participants to reflect the participant's contributions (including those rolled over from another qualifying plan or trust), the Company contributions, and an allocation of Plan earnings, and charged with benefit payments and allocations of Plan losses and 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 own contributions plus actual earnings thereon. Vesting in the Company's contributions portion of their accounts plus earnings thereon is based on years of continuous service. A participant is 100% vested after five years of credited service.

NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

Plan Administration

The Company is the plan administrator and is responsible for managing the day-to-day operations of the Plan. The Plan's assets are held by Prudential Retirement Insurance and Annuity Company (Prudential), the trustee of the Plan, which invests cash received, interest, and dividend income, and makes distributions to participants. Prudential also administers the payment of interest and principal on participants' notes receivable, which are reimbursed to Prudential through payroll deductions, as determined by the Plan agreement.

Forfeitures

Forfeitures of the unvested balance of terminated participants' accounts are used to offset administrative expenses first and then discretionary matching contributions. Forfeitures used to offset administrative expenses during the year ended December 31, 2011 amounted to $8,998. As of December 31, 2011 and 2010, there were $19,140 and $12,078, respectively, in forfeitures available for future use.

Benefit Payments

Upon retirement or separation from service with the Company for any reason (termination, disability, or death), the vested balance in a participant's account will be paid to the participant (or participant's beneficiary in the event of death) in a lump sum or as a direct rollover to an individual retirement account (IRA) or another employer's tax qualified plan. Payment of the vested account balances of $3,500 and above can be deferred until the age of 70 ½. In addition, hardship distributions are permitted if certain criteria are met.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum limited to the lesser of $50,000 or 50% of the vested portion of their account balance. A loan is collateralized by the balance in the participant's account, bears interest at a rate commensurate with market rates for similar loans, as defined (ranging from 4.25% to 9.25% for the years ended December 31, 2011 and 2010), and is repaid through payroll deductions over a period not to exceed five years.

Administrative Expenses

A portion of administrative expenses, including audit fees and cost of communication with participants, is paid by the Company, while certain Plan fees and expenses are netted to reduce the participants' credited investment return.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of additions and deductions during the reporting periods. The most important of these estimates and assumptions relate to fair value measurements of the Plan investments. These and other estimates and assumptions are based on the best available information but actual results could be materially different from those estimates.

Risks and Uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

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

The valuation methodologies used for the Plan assets measured at fair value on a recurring basis are as follows:

- Pooled separate accounts are made up of various underlying investments and are valued based on the market value of these investments. The NAV of the pooled separate account is not a publicly-quoted price in an active market, but it is based on underlying investments, which are traded in an active market.

- Guaranteed Income Fund (the Fund) has no specific underlying assets assigned, and there are no fair value adjustments upon discontinuance. As such, the fair value of the Fund is equal to the contract value. Contract value represents contributions made under the contract, plus earning, less participant withdrawals and administrative expenses.

NOTE 7 - FAIR VALUE MEASUREMENTS - CONTINUED

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

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require transfer of financial instruments from one level to another. In such instances, the transfer is reported at the end of the reporting period. There have been no changes in the valuation methodologies used at December 31, 2011 and 2010 to value the Plan's assets at fair value, and there were no significant transfers in or out of Levels 1, 2, or 3.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis:

	Fair Value Measurement at December 31, 2011 Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$ -	$ 2,726,221	$ -	$ 2,726,221
Guaranteed income fund	-	-	1,382,948	1,382,948
Total investments	$ -	$ 2,726,221	$ 1,382,948	$ 4,109,169

	Fair Value Measurement at December 31, 2010 Using Input Type			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$ -	$ 2,684,470	$ -	$ 2,684,470
Guaranteed income fund	-	-	1,197,315	1,197,315
Total investments	$ -	$ 2,684,470	$ 1,197,315	$ 3,881,785

For Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2011, the reconciliations of beginning and ending balances are as follows:

NOTE 7 - FAIR VALUE MEASUREMENTS - CONTINUED

	Guaranteed Income Fund
Fair value at January 1, 2011	$ 1,197,315
Interest income	28,576
Purchases	329,107
Sales	(172,050)
Fair value at December 31, 2011	$ 1,382,948

NOTE 8 - INVESTMENTS

The fair values of individual investments that represent 5% or more of the Plan's net assets at December 31, 2011 and 2010 are as follows:

	2011	2010
Guaranteed Income Fund	$ 1,382,948	$ 1,197,315
LC GR/Turner Inv Partners Fund	316,458	303,877
Small Cap Growth/TimesSquare Fund	311,015	380,644
Lifetime Balanced Fund	267,580	257,733
Large Cap Blend/Victory Fund	176,874*	234,255

* For comparison purposes

During the Plan year ended December 31, 2011, the Plan's investments (including dividends, interest, gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,794.

OJAI VALLEY INN 401(K) SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest Collateral, Par and Maturity Value	(d) Cost	(e) Current Value
*	Prudential	Guaranteed Income Fund – 31,227 units	**	$ 1,382,948
*	Prudential	*Pooled Separate Accounts:*		
		Large Cap Growth/JP Morgan – 28,147 units	**	316,458
		Small Cap Growth/TimesSquare Fund – 10,625 units	**	311,015
		Thornburg Core Growth Fund – 9,874 units	**	150,357
		Small Cap Value/Integrity Fund– 8,455 units	**	112,293
		Mid Cap Value/Integrity Fund – 3,657 units	**	43,950
		SA/OFII Global Strategy Fund – 2,645 units	**	188,235
		Core Bond Fund – 9,518 units	**	176,703
		Lifetime Aggressive Fund – 9,103 units	**	145,366
		Lifetime Growth Fund – 9,982 units	**	165,898
		Lifetime Balanced Fund – 16,144 units	**	267,580
		Lifetime Conservative Fund – 8,504 units	**	146,030
		Lifetime Income and Equity Fund– 5,572 units	**	99,490
		Dryden S&P 500 Index Fund – 11,631 units	**	143,049
		Large Cap Blend/Victory Fund – 15,195 units	**	176,874
		Large Cap Value/AJO Fund – 6,899 units	**	93,365
		Balanced I/Wellington Management Fund – 2,384 units	**	127,126
		International Blend/AQR Fund – 5,743 units	**	62,432
				2,726,221
*	Notes receivable from participants	Interest at 4.25% - 9.25%, maturing through September 2016	-	109,401
				$ 4,218,570

* Party-in-interest as defined by ERISA

** Cost omitted for participant directed investments