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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TOTAL STORAGE SOLUTIONS, INC. 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2011

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

TOTAL STORAGE SOLUTIONS, INC.

RAY TUOHY

1260 N. HANCOCK STREET, UNIT 101A
ANAHEIM, CA 92807

1260 N. HANCOCK STREET, UNIT 101A
ANAHEIM, CA 92807

2b Employer Identification Number (EIN)
33-0849081

2c Sponsor's telephone number
714-777-2015

2d Business code (see instructions)
561790

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	ISMAIL BHARMAL
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)
ISMAIL F. BHARMAL

BHARMAL & ASSOCIATES, INC.

12062 VALLEY VIEW STREET SUITE 237A
GARDEN GROVE, CA 92845

Preparer's telephone number (optional)
714-896-0366

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	107
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**	90
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	5
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	95
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	95
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	18
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 Characteristics Codes in the instructions:
2T 3D 2G 2E 2J 2K

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
TOTAL STORAGE SOLUTIONS, INC. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TOTAL STORAGE SOLUTIONS, INC.

D Employer Identification Number (EIN)
33-0849081

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)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5183	10460
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	17859	44631
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(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	23042	55091
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		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	23042	55091

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)	4719	
(B) Participants	2a(1)(B)	24063	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		28782
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	778	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		778
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2492
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		32052
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	0	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		0
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	3	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		32049
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BHARMAL & ASSOCIATES, INC. **(2)** EIN: 33-0862939

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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	
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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

Total Storage Solutions, Inc.
401(k) Profit Sharing Plan & Trust Plan

Financial Statements and
Independent Auditor's Report
December 31, 2012

Total Storage Solutions, Inc.
401(k) Profit Sharing Plan & Trust Plan

Financial Statements and
Independent Auditor's Report
December 31, 2012

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Bharmal & Associates, Inc.

12062 Valley View Street, Suite 237A
Garden Grove, CA 92845
Tel.: (714) 896-0366 Fax: (714) 896-0377
Email: Info@bharmalcpas.com
*Website: **www.bharmalcpas.com***

Independent Auditor's Report

Total Storage Solutions, Inc. Plan Administrator
Total Storage Solutions, Inc. 401(k) Profit Sharing Plan & Trust
Anaheim, California

Report on the Financial Statements

We were engaged to audit the financial statements of the Total Storage Solutions, Inc. 401(k) Profit Sharing Plan and Trust (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

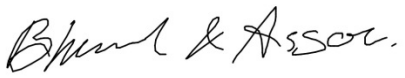
We have been informed by the Plan Administrator that Mid-Atlantic Capital Group, Inc. holds the Plan's investment assets and executes all investment transactions. However, the Plan Administrator was not able obtain a certification of net assets from Mid-Atlantic Capital Group. As such, we were unable to perform any auditing procedures for the planned assets as of and for the year ended December 31, 2012.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule of Assets (held at end of year), as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.



Irvine, California
October 11, 2013

TOTAL STORAGE SOLUTIONS INC 401(K) PROFIT SHARING PLAN & TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012

	December 31, 2012	December 31, 2011
Investments	$ 23,042	$ 55,091
Net Assets Available for Benefits	$ 23,042	$ 55,091

The accompanying notes are an integral part of this financial statement

TOTAL STORAGE SOLUTIONS INC 401(K) PROFIT SHARING PLAN & TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment Income	
Dividends	$ 778
Net Appr/Depr in Fair Value of Investments	$ 2,492
Total investment income	3,270
Contributions	
Employee Deferrals	24,063
Employer Match	4,719
Total contribution income	28,782
Total Additions	32,052
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Administrative Expenses	(3)
Total Deductions	(3)
Net Increase (Decrease)	32,049
NEET ASSETS AVAILABLE FOR BENEFITS:	
Begeining of year	23,042
End of year	55,091

The accompanying notes are an integral part of this financial statement

Total Storage Solutions, Inc.
401(k) Profit Sharing Plan & Trust

NOTES TO THE FINANCIAL STATEMENTS

NOTE A – PLAN DESCRIPTION

The following description of the Total Storage Solutions, Inc. ("Company") 401(K) Profit Sharing Plan & Trust ("Plan") is provided for only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Overview: The Plan is a defined contribution plan covering all employees of the Company who have attained age 21, have 1,000 hours service, and 1 year of eligibility service. The Plan was established for the benefit of the employees of the Company and its related companies. The Plan and the trust of which it is a part are intended to satisfy all the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws. The plan is subject to the provisions for the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was originally adopted effective January 2011 and has not been amended as of the reporting date.

Contributions: Participants may contribute a percentage of their compensation from 0% to 92% in increments of 1%. Contributions are subject to certain limitations under the IRC. The Company may make annual discretionary contributions to the Plan. The Company will make contributions on behalf of Qualifying Contributing Participants making Elective Deferrals based on an amount equal to 25% of the participant's elective deferral but not to exceed 4% of the participant's compensation.

Participant accounts: Each participant's account is credited with the participant's contributions and an allocation of (a) the Company's discretionary contribution, if any; (b) plan earnings; and (c) forfeitures of terminated participants' non-vested accounts. Allocations are based on participant earnings, annual deferrals or account balances, as defined. The benefit to which a participant is entitled is a benefit that can be provided from the participant's vested account.

Investment options: Participants are required to direct their salary deferrals and their allocated portion of the Company's discretionary contributions into various investments, as made available and determined by the Plan Administrator, which are more fully described in the Plan's literature.

Vesting: Participants are immediately vested in their salary deferral contributions plus any actual earnings thereon. The portion of the participants' accounts attributable to a discretionary contribution made by the Company becomes 100% vested upon entering the plan.

Participant loans: Participants may borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loan terms range from one to five years, or longer, for the purchase of a primary residence. The loans are

secured by the participants' account balances and bear interest at rates based on the prevailing prime rate at the time of the loan, which are commensurate with listed prevailing rates as determined by the Plan Administrator. The loans must be repaid within five years of the date the loan proceeds were received, unless the loan proceeds are used to acquire a principal residence, in which case the repayment period may not exceed 5 years from the date of the loan.

Payments of benefits: On termination of service due to death, disability or retirement, participants are to receive a lump-sum payment equal to their vested account balance at the time of distribution.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Investment valuation: Quoted market prices are used to value investments in registered companies (mutual funds). Shares of registered investment companies are valued at the net asset value of shares held by the Plan at year-end. Shares of common/collective trust funds, which include money market funds (cash equivalents), are reported at fair value based on the unit price quoted by the fund, representing the fair value of the underlying investments. Participant loans are valued at cost, which approximates fair value.

Use of estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

Payment of benefits: Benefits are recorded when paid.

NOTE C – ADMINISTRATIVE EXPENSES

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain other administrative expenses are paid directly by the Company.

NOTE D – INVESTMENTS

Investments that represent 5% or more of the net assets available for benefits at December 31 are as follows:

Name of Fund	December 31, 2012	
FDL PRIME DLY MNY CL	$	10,460
LM CBA MC CORE C	$	4,058
FA INF PROT BD C	$	5,717
FA NEW INSIGHTS C	$	2,974
FA SMALL CAP C	$	4,491
OPP DEVELOP MKT C	$	5,936
AMFDS EUROPACFC R1	$	3,319
FE US VALUE C	$	2,793

Based on information received from the Plan Administrator, there was a $2,497 net appreciation in fair value of investments for the year ended December 31, 2012.

NOTE E – PLAN TERMINATION

Although it has not expressed any intent to do so as of December 31, 2012, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts for any portion not previously fully vested.

NOTE F – TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

The Company has adopted a non-standard 401(k) prototype plan and received a favorable opinion letter from the Internal Revenue Service, which stated that the Plan is designed in accordance with applicable sections of the IRC. The Plan Administrator believes that the Plan is being operated in compliance with the IRC.

TOTAL STORAGE SOLUTIONS INC 401(K) PROFIT SHARING PLAN & TRUST
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

FDL PRIME DLY MNY CL	$10,460
LM CBA MC CORE C	$4,058
LM CBA APPRCTION C	$2,283
IVY HIGH INCOME C	$2,426
OPP INTL GROWTH C	$2,752
FA INF PROT BD C	$5,717
FA NEW INSIGHTS C	$2,974
FA SMALL CAP C	$4,491
PIMCO GNMA C	$769
OPP DEVELOP MKT C	$5,936
AMFDS EUROPACFC R1	$3,319
AMFDS AM MUTUAL R1	$2,410
FE US VALUE C	$2,793
FE OVERSEAS C	$2,297
JANUS FLEX BOND C	$1,709
PERKINS MID-CP VAL C	$556
JANUS TRITON C	$143
TOTAL ASSETS VALUI	$55,091

The accompanying notes are an integral part of this financial statement

TOTAL STORAGE SOLUTIONS INC 401(K) PROFIT SHARING PLAN & TRUST
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

FDL PRIME DLY MNY CL	$10,460
LM CBA MC CORE C	$4,058
LM CBA APPRCTION C	$2,283
IVY HIGH INCOME C	$2,426
OPP INTL GROWTH C	$2,752
FA INF PROT BD C	$5,717
FA NEW INSIGHTS C	$2,974
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PERKINS MID-CP VAL C	$556
JANUS TRITON C	$143
TOTAL ASSETS VALUI	$55,091

The accompanying notes are an integral part of this financial statement

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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TOTAL STORAGE SOLUTIONS, INC. 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2011

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

TOTAL STORAGE SOLUTIONS, INC.

RAY TUOHY

1260 N. HANCOCK STREET, UNIT 101A
ANAHEIM, CA 92807

1260 N. HANCOCK STREET, UNIT 101A
ANAHEIM, CA 92807

2b Employer Identification Number (EIN)
33-0849081

2c Sponsor's telephone number
714-777-2015

2d Business code (see instructions)
561790

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	**Signature of plan administrator**	Date: 10-14-13	Enter name of individual signing as plan administrator: Raymond Tuohy
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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)
ISMAIL F. BHARMAL

BHARMAL & ASSOCIATES, INC.

12062 VALLEY VIEW STREET SUITE 237A
GARDEN GROVE, CA 92845

Preparer's telephone number (optional)
714-896-0366

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	107
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**	90
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	5
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	95
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	95
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	18
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 Characteristics Codes in the instructions:
2T 3D 2G 2E 2J 2K

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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