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
PACIFICA HOST, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

PACIFICA HOST, INC.

1785 HANCOCK ST STE 200
SAN DIEGO, CA 92110-2051

2b Employer Identification Number (EIN)
33-0627796

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

2d Business code (see instructions)
531390

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	REGAN GRALINSKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	REGAN GRALINSKI
	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)

Preparer's telephone number (optional)

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**	1101
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**	1419
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	3
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1422
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1422
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	208
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:
2E 2F 2G 2J 2K 2T 3D

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

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
PACIFICA HOST, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0627796

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

PRINCIPAL LIFE INSURANCE 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
42-0127290	61271	808405	1422	12/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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
26600	0

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

MORGAN STANLEY INS SERVICES INC
201 PLAZA TWO 7TH FLOOR
JERSEY CITY, NJ 07311

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
26600	0		3

(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	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	2844274

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.	6d	

Specify nature of costs ▶

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 ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	0

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 line **9c(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, line 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
PACIFICA HOST, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0627796

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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 37 50 64	CONTRACT ADMINISTRATOR	1117	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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

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
PACIFICA HOST, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0627796

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

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-016	P	419

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-075	P	326123

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-076	P	456765

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-077	P	558051

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-078	P	261590

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-079	P	69499

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-080	P	6261

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE SGNTURE

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN 93-6274328-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22415

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM CONS BALANCED SA-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-106	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4918

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2015 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-110	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 328565

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2025 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-111	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 427090

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2035 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-112	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 300179

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2045 SEP ACCT-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-113	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102772

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN EQUITY INCOME SA-R3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-120	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2042

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500 INDEX FUND

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

c EIN-PN 04-0025081-065	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

c EIN-PN 04-0025081-089	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN 27-3884161-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

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
PACIFICA HOST, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0627796

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	44571
(3) Other	1b(3)	0	0
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)	85057	184864
(9) Value of interest in common/collective trusts	1c(9)	458780	22415
(10) Value of interest in pooled separate accounts	1c(10)	0	2844274
(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)	2054128	25464
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2597965	3121588
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
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	2597965	3121588

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)	0	
(B) Participants	2a(1)(B)	690657	
(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)		690657
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)	4250	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4250
(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)	12988	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		12988
(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)		13453
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		27520
(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)		301312
c Other income	2c		-14615
d Total income. Add all **income** amounts in column (b) and enter total	2d		1035565
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	493487	
(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)		493487
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		1536
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	1117	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	15802	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		16919
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		511942
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		523623
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: WILLIAM H. LING, CPA **(2)** EIN: 33-0558553

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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		1246
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	0

			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	0
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	0
e	Was this plan covered by a fidelity bond?	4e	X		250000
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

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

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
PACIFICA HOST, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
33-0627796

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-0127290

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

WILLIAM H. LING
Certified Public Accountant

PACIFICA HOSTS, INC. 401(k) PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTAL SCHEDULES AND

INDEPENDENT AUDITOR'S REPORT

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

4669 Murphy Canyon Road
Suite 130
San Diego, CA 92123

858/467-4770
FAX 858/467-4779
wling@whling.com

PACIFICA HOSTS, INC. 401(k) PLAN

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

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WILLIAM H. LING
Certified Public Accountant
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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of Pacifica Hosts, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 control 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

My 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, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Delaware Charter Guarantee and Trust (dba Principal Trust Company), the trustee of the Plan, and State Street Bank & Trust Co., the former trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

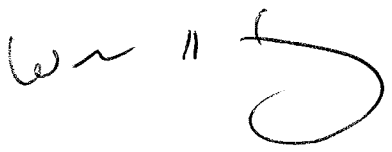
Other Matter

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

San Diego, California
October 15, 2013



PACIFICA HOSTS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Cash - US Bank	$ 1,200,081	$ 1,429,754
Investments, at Fair Value		
Pooled Separate Accounts	2,844,275	-
Mutual Funds	25,463	2,054,128
Guaranteed Investment Contracts	22,415	355,386
Collective Investment Trusts	-	110,806
Total Investments, at Fair Value	2,892,153	2,520,320
Contributions Receivable		
Employee Contributions	44,571	17,758
Notes Receivable From Participants	184,864	85,057
Total Contributions Receivable	229,435	102,815
Total Assets	4,321,669	4,052,889
LIABILITIES		
Excess Contributions	51,924	80,128
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	4,269,745	3,972,761
Adjustment from fair value to contract value for fully benefit responsive investment contract	(515)	(7,412)
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 4,269,230	$ 3,965,349

See notes to financial statements.

PACIFICA HOSTS, INC. 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS		
Investment Income (Loss)		
Net Appreciation (Depreciation) in Value of Investments	$ 341,218	$ (217,939)
Interest and Dividends	17,788	74,866
TOTAL INVESTMENT (LOSS) INCOME	359,006	(143,073)
Contributions		
Employee Contributions	467,691	504,097
Employer Contributions	-	103,088
Rollover Contributions	-	229,603
TOTAL CONTRIBUTIONS	467,691	836,788
TOTAL ADDITIONS	826,697	693,715
DEDUCTIONS		
Benefits Paid to Participants	429,509	332,202
Corrective Distributions	51,924	86,544
Administrative Expenses	16,919	10,113
TOTAL DEDUCTIONS	498,352	428,859
NET INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	328,345	264,856
NET ASSETS TRANSFERRED (TO) FROM OTHER QUALIFIED PLANS	(24,464)	1,474,270
Beginning of year	3,965,349	2,226,223
End of Year	$ 4,269,230	$ 3,965,349

See notes to financial statements.

Note 1 – Description of Plan

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

General

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

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

Contributions

Each year, participants may contribute up to 70% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Company matching contributions are subject to certain limitations and are at the discretion of the Company. The matching Company contribution was 25% of the first 6% of participant contributions for the year ended December 31, 2011. Effective January 1, 2012 and through the date of this report, the Company has suspended their matching contribution.

The Company may make non-elective profit sharing contributions at their option, the amount to be determined annually. The non-elective contributions will be allocated to all employees eligible to participate in the Plan. There were no non-elective profit sharing contributions for the calendar years ended December 31, 2012 and 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, and (c) may be charged with an allocation of administrative expenses. Allocations are based on participant earnings or

account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

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

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

Investment Funds

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

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

Participant Loans

The Plan allows participant loans up to the lesser of 50% of the vested account balance or $50,000. All loans generally must be repaid in five years, with certain residential loans repaid over 30 years. All loans bear interest at prime rate plus 1%, as defined. At December 31, 2012 and 2011, employee loans outstanding totaled $184,864 and $85,057, respectively. The Plan allows a maximum of two loans outstanding per employee at any one time.

Payment of Benefits

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

Forfeited Accounts

Forfeited nonvested accounts are utilized to reduce employer matching contributions or pay Plan expenses. No forfeitures were used to reduce employer matching contributions or pay Plan expenses in 2012. Forfeitures used to reduce employer matching contributions in 2011 totaled $11,966. At December 31, 2012, the forfeiture account totaled $6,261. At December 31, 2011, the forfeiture account did not have a balance.

Administrative Expenses

The Company has elected to pay certain of the administrative expenses (record keeping, audit and trustee fees) of the Plan. These administrative expenses totaled approximately $11,250 in 2012 and 2011. The Plan pays for asset and management fees for the Plan investments. (See Note 7)

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

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

Notes Receivable from Participants

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

Cash and Cash Equivalents

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

Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

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

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

Payment of Benefits

Benefits are recorded when paid. At December 31, 2012 and 2011, benefits due but unpaid to terminated employees totaled $101,073 and $15,575, respectively. (See Note 6.)

Concentration of Credit Risk

At December 31, 2012, the Plan had deposits in excess of federally insured limits totaling approximately $950,081 for cash and cash equivalents (see Note 12 related to investment risks and uncertainties).

Funds Held by the Trustee

During the current year the Plan changed administrators and trustees. Automatic Data Processing, Inc. ("ADP") was the plan administrator and State Street Bank and Trust ("State Street") was the trustee from January 1, 2012 until November 30, 2012. Effective December 1, 2012 Principal Financial Group became the Plan administrator and Delaware Charter Guarantee and Trust (dba Principal Trust Company) ("Principal") became the trustee, custodian and recordkeeper of the Plan's assets (the "Trustee," "Custodian" and "Recordkeeper"). All assets of the Plan are currently held and administered by Principal, with the exception of the investment "Cash – US Bank" which is held in a bank account in the name of the Plan trust (see Note 6).

Date of Managements Review

Subsequent events were evaluated through October15, 2013, which is the date the financial statements were available to be issued.

Note 3 – Fair Value Measurements

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

		Fair Value Measurements Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012				
Guaranteed Investment Cont.	$ 22,415	$ -	$ -	$ 22,415
Mutual Funds	25,463	25,463	-	-
Pooled Separate Accounts	2,844,275	-	2,844,275	-
Total	$2,892,153	$ 25,463	$2,844,275	$ 22,415
December 31, 2011				
Guaranteed Investment Cont.	$ 355,386	$ -	$ -	$ 355,386
Mutual Funds	2,054,128	2,054,128	-	-
Collective Investment Trusts	110,806	110,806	-	-
Total	$2,520,320	$2,164,934	$ -	$ 355,386

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

The majority of the Plan's pooled separate accounts are invested in single mutual funds. The fair value of the single mutual funds is estimated based on a publicly quoted price of similar assets which is used in determining the net asset value of the pooled separate account, which is not publicly traded.

Level 3 Fair Value Measurements

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

	Guaranteed Investment Contract Principal	Guaranteed Investment Contract Invesco
Year Ended December 31, 2012		
Beginning balance	$ -	$ 355,386
Total gains or losses (realized and unrealized) at fair value	518	(6,916)
Purchases, sales, issuances and settlements (net)	21,897	(348,470)
Ending balance	$ 22,415	$ -
Year Ended December 31, 2011		
Beginning balance	$ 549,657	$ -
Total gains or losses (realized and unrealized) at fair value	(5,649)	12,791
Purchases, sales, issuances and settlements (net)	(544,008)	342,595
Ending balance	$ -	$ 355,386

Note 4 – Investments

All investment information disclosed in the accompanying financial statements and schedules including investments held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest and dividends for the year then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustees.

The fair value of Plan investments as certified by the Trustee at December 31, 2012 and 2011 is set forth below:

	2012	2011
Guaranteed Investment Contracts:		
Principal Stable Value Fund	$ 22,415	$ -
Invesco Stable Asset ADP85	-	355,386
Subtotal Guaranteed Investment Contracts	22,415	355,386
Collective Investment Trusts:		
SSGA S&P 500 Index Fund	-	87,999
SSGA S&P Mid Cap Index	-	22,807
Subtotal Collective Investment Trusts	-	110,806
Pooled Separate Accounts:		
Principal Lifetime 2010	326,123	-
Principal Lifetime 2020	456,765	-
Principal Lifetime 2030	558,051	-
Principal Lifetime 2040	261,590	-
Principal Lifetime 2050	69,499	-
Principal Lifetime 2015	328,565	-
Principal Lifetime 2025	427,090	-
Principal Lifetime 2035	300,179	-
Principal Lifetime 2045	102,773	-
Principal Lifetime Str Inc	6,261	-
Principal Lg Cap Stk IDX	419	-
Edge Asset Mgmt. Sam Conser Bal	4,918	-
Edge Asset Mgmt. Equity Income	2,042	-
Total Pooled Separate Accounts	2,844,275	-
Mutual Funds:		
JP Morgan High Yield R2 Fund	333	-
Alger Capital APP Instl R Fund	6,155	-
Eaton Vance Worldwide Hlth SCI R FD	4,479	-

Capital Research & Mgmt AM FDS EuroPacific Growth	2,069	-
Goldman Sachs Growth Opp R3 Fund	3,287	-
JP Morgan Sm Cap Value R2 Fund	3,298	-
Lord Abbett Value Opp R3 Fund	3,273	-
MFS Blnd Rsch Core Equity R2 Fund	168	-
MFS Intl New Discovery R2 Fund	2,401	-
Pimco Real Return Fund	-	31,307
Pimco Total Return Fund	-	131,897
Thornburg International Value	-	92,481
Thornburg Value	-	87,480
T. Rowe Price Retirement 2050	-	4,897
T. Rowe Price Retirement 2040	-	27,912
T. Rowe Price Retirement 2030	-	36,283
T. Rowe Price Retirement 2020	-	51,085
T. Rowe Price Retirement 2010	-	16,649
T. Rowe Price Retirement Inc.	-	21,688
Mainstay Icap International	-	87,903
Fidelity Advisors Small Cap	-	39,739
Invesco Global Health Care	-	65,091
DWS Dreman Small Cap Value	-	53,126
Victory Established Value	-	43,451
Alger Capital Appr. Instit.	-	279,926
Perkins Small Cap Value FD	-	23,229
Janus Forty Fund	-	35,718
Janus Balanced Fund	-	205,317
Janus Overseas Fund	-	124,085
Prudential High Yield	-	19,273
Putnam Amer. Govt. Inc. FD	-	45,192
Putnam Equity Inc.	-	44,665
RS Emerging Markets Fund	-	116,688
Jennison 20/20 Focus	-	42,681
Jennison Mid-Cap Grwth	-	154,793
Oppenheimer Gold & Spec Min	-	82,057
Col Sel Comm & Info	-	89,515
Subtotal Mutual Funds	25,463	2,054,128
Total Investments at Fair Value	$ 2,892,153	$ 2,520,320

During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	2012	2011
Guaranteed Investment Contracts (at contract value)	$ 498	$ 5,739

Collective Investment Trusts	(5,121)	885
Pooled Separate Accounts	27,517	
Mutual Funds	318,324	(224,563)
Net Change in Value	$ 341,218	$ (217,939)

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

Note 5 – Guaranteed Investment Contracts

The Plan has entered into a benefit-responsive investment contract referred to as the "Principal Stable Value Fund" with Union Bond & Trust Company ("Union"). Union maintains the contributions in a separate account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. In 2011, the investment contract was with Invesco (see Note 3).

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Union, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The fair value of the investment contract at December 31, 2012 and 2011 was $22,415 and $355,386, respectively. The contract value at December 31, 2012 and 2011 was $21,900 and $347,974, respectively. Accordingly, the adjustment from fair value to contract value totaled $(515) and $(7,412) in 2012 and 2011, respectively.

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

Certain events limit the Plan's ability to transact at contract value with State Street. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (c)

bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

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

	2012	2011
Average Yields:		
Based on Actual Earnings	1.91%	1.29%
Based on interest rate credited to participants	1.88%	1.72%

Note 6 –Transfers from (to) Other Qualified Plan

Plan Transfer from Other Qualified Plans

On October 7, 2011, a Transfer totaling $1,429,754 was made to the Company Plan from three (3) related Qualified Plans for the benefit of eligible participants (the "Transfer"). The Transfer related to and is being allocated to the eligible participants who were eligible employees for the period January 1, 2001 to December 31, 2004. The Transfer was deposited into a Plan Trust bank account entitled "Cash – US Bank" on behalf of the Company Plan. but has not yet been fully transferred into the Principal Trustee account in 2012. In 2012, $205,209 was transferred into the Principal Trustee account for the benefit of currently employed eligible participants. The remaining $1,200,081 in the account is for the benefit of employees no longer employed or covered by the Plan sponsor or Plan. An outside company has been hired to assist in locating these individuals to facilitate payment of their benefits. As of October 15, 2013 no further distributions have been made from this account.

Plan Transfer (to) Other Qualified Plans

In 2012, $24,464 was transferred to the PCPR, LLC 401(k) Plan (an unaffiliated plan) out of the Cash-US Bank account for the benefit of former employees of the Plan sponsor as part of the Transfer discussed above.

Note 7 – Related Party Transactions

Certain Plan investments are managed by Principal, the Plan Trustee, therefore these transactions qualify as parties-in-interest. Fees paid by the Plan for investment

management services and other fees in 2012 and 2011 were $16,919 and $10,113, respectively.

Note 8 – Excess Contributions

In order to comply with the contribution limitations of Code Sections 401(k) and 415, the Plan from year to year will refund amounts to certain employees who have made contributions in excess of limits established by the IRC. As of December 31, 2012 and 2011, the Plan accrued $51,924 and $80,128 in excess contributions due participants which were refunded to participants in 2013 and 2012, respectively. In 2011, an additional $6,416 of corrective distributions were made related to 2010. The 2012 excess contributions were not paid in a timely manner and as such the Plan is subject to an excise tax penalty of 10% or $5,192. The $5,192 excise tax penalty has not been paid as of October 15, 2013, the date of managements review. The Plan made the 2011 corrective contributions in a timely manner.

Note 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note 10 – Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

	2012	2011
Net assets available for benefits per Schedule H of Form 5500	$ 3,121,588	$ 2,597,965
Plan Transfer – Cash – US Bank	1,200,081	1,429,754
Contributions receivable	-	17,758
Excess contributions	(51,924)	(80,128)
Fair value adjustment	(515)	-
Net assets available for benefits per the financial statements	$ 4,269,230	$ 3,965,349

The following is a reconciliation of the change in net assets available for Plan benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

	2012	2011
Increase in net assets available for Plan benefits per Schedule H of Form 5500	$ 523,623	$ 263,680
Add: Contributions receivable at December 31, 2012 and 2011	-	17,758
Less: Contributions receivable at December 31, 2011 and 2010	(17,758)	(19,756)
Add: Excess contributions at December 31, 2011 and 2010	80,128	83,302
Less: Excess contributions at December 31, 2012 and 2011	(51,924)	(80,128)
Less: Adjustment from contract value to fair value at December 31, 2011 and 2010	(515)	-
Less: Transfer from other qualified plan at December 31, 2012 and 2011	(205,209)	-
Increase in net assets available for Plan benefits per financial statements	$ 328,345	$ 264,856

The following is a reconciliation of transfer of assets per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

	2012	2011
Transfer of asset per 5500 (net)	$ -	$ 44,516
Add: Plan transfer – Cash - US Bank	-	1,429,754
Add: Transfer to other qualified plan	(24,464)	-
Transfer of assets per financial statements (net)	$ (24,464)	$ 1,474,270

Note 11 – Tax Status

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

Note 12 – Failure to Transmit Contributions Timely and Subsequent Event

In 2012, participant contributions totaling $1,246 were not remitted to the Plan within the allowable timeframe per the Code and ERISA. In 2013, the Company enrolled in the Voluntary Fiduciary Compliance Program ("VFCP") established by ERISA and these contributions were corrected and lost participant earnings totaling $10 were restored.

Note 13 – Risks and Uncertainties and Contingency

Risks and Uncertainties

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

Contingency

The Company, as of the Plan year ended December 31, 2012 and through October 15, 2013, has a fidelity bond outstanding totaling $250,000, which is below the amount required by ERISA guidelines. The Company is in the process of increasing this bond amount to $500,000 to meet current ERISA requirements.

SUPPLEMENTAL

SCHEDULES

PACIFICA HOSTS, INC. 401(k) PLAN
EIN: 33-0627796 Plan:001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Guaranteed Investment Contract:			
	Principal	Stable Value fund		$ 21,900
	Pooled Separate Accounts			
*	Principal	Lifetime 2010		326,123
*	Principal	Lifetime 2020		456,765
*	Principal	Lifetime 2030		558,051
*	Principal	Lifetime 2040		261,590
*	Principal	Lifetime 2050		69,499
*	Principal	Lifetime 2015		328,565
*	Principal	Lifetime 2025		427,090
*	Principal	Lifetime 2035		300,179
*	Principal	Lifetime 2045		102,773
*	Principal	Lifetime Str Inc.		6,261
*	Principal	Lg Cap Stk IDX		419
*	Edge Asset Mgmt.	Sam Conser Bal		4,918
*	Edge Asset Mgmt.	Equity Income		2,042
	Total Pooled Sperate Accounts			2,844,275
	Mutual Funds:			
	JP Morgan	High Yield R2 Fund		333
	Alger Capital	APP Instl R Fund		6,155
	Eaton Vance	Worldwide Hlth SCI R FD		4,479
	Capital Research & Mgmt	AM FDS EuroPacific Grth		2,069
	Goldman Sachs	Growth Opp R FD		3,287
	JP Morgan	Sm Cap Value R2 Fund		3,298
	Lord Abbett	Value Opp R3 Fund		3,273
	MFS	Blnd Rsch Core Equity R2 Fund		168
	MFS	Intl New Discovery R2 Fund		2,401
	Total Mutual Funds			25,463
	Investments, at contract value			2,891,638
	Adjustment from contract value to fair value for fully benefit responsive investment contract (Principal Stable Value)			515
	Investments, at fair value			$ 2,892,153

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

See notes to financial statements.

PACIFICA HOSTS, INC. 401(k) PLAN
EIN: 33-0627796 Plan:001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2011

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

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

See notes to financial statements.

PACIFICA HOSTS, INC. 401(k) PLAN
EIN: 33-0627796 Plan:001
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2012

Participant Contributions Transferred late to the Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51	
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction		
$ 1,246	$ -	$ -	$ 1,246	$ -	(1)

Note
(1) Fully corrected in 2013.

See notes to financial statements.

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

PACIFICA HOST, INC. 401(K) PLAN

EIN 33 0627796
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	Alger	Registered Investment Company ALGER CAPITAL APP INSTL R FUND	$ 0.00	$ 6,155.24
	American Funds Service Company	Registered Investment Company AM FDS EUROPACIFIC GRTH R3 FD	$ 0.00	$ 2,068.55
	Eaton Vance	Registered Investment Company EATN VNCE WRLWD HLTH SCI R FD	$ 0.00	$ 4,478.49
	Goldman Sachs	Registered Investment Company GOLDMAN SACHS GROWTH OPP R FD	$ 0.00	$ 3,286.67
	JP Morgan Funds	Registered Investment Company JP MORGAN HIGH YIELD R2 FUND	$ 0.00	$ 335.22
	JP Morgan Funds	Registered Investment Company JP MORGAN SM CAP VALUE R2 FUND	$ 0.00	$ 3,297.55
	Lord Abbett	Registered Investment Company LORD ABBETT VALUE OPP R3 FUND	$ 0.00	$ 3,273.04
	MFS Investment Management	Registered Investment Company MFS BLND RSCH COREEQTY R2 FUND	$ 0.00	$ 167.79
	MFS Investment Management	Registered Investment Company MFS INTL NEW DISCOVERY R2 FUND	$ 0.00	$ 2,401.30
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN EQUITY INCOME SA-R3	$ 0.00	$ 2,042.22
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LGCAP S&P 500 INDEX SA-R3	$ 0.00	$ 418.59
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME STRAT INC SA-R3	$ 0.00	$ 6,260.64
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2010 SEP ACCT-R3	$ 0.00	$ 326,122.71
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2015 SEP ACCT-R3	$ 0.00	$ 328,565.24
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2020 SEP ACCT-R3	$ 0.00	$ 456,764.63

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

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

PACIFICA HOST, INC. 401(K) PLAN

EIN 33 0627796
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2025 SEP ACCT-R3	$ 0.00	$ 427,090.38
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2030 SEP ACCT-R3	$ 0.00	$ 558,051.43
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2035 SEP ACCT-R3	$ 0.00	$ 300,179.21
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2040 SEP ACCT-R3	$ 0.00	$ 261,589.77
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2045 SEP ACCT-R3	$ 0.00	$ 102,772.47
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETIME 2050 SEP ACCT-R3	$ 0.00	$ 69,498.81
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN SAM CONS BALANCED SA-R3	$ 0.00	$ 4,918.04
*	Union Bond & Trust Company	Common/Collective Trust PRINCIPAL STABLE VALUE SGNTURE	$ 0.00	$ 22,415.00
	Participant Loans	Range of Interest Rates Rates Range From 4.25% To 7.00%	$ 0.00	$ 184,864.00

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