Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under:
- [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
VISTAGE WORLDWIDE, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/2004

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

VISTAGE WORLDWIDE, INC.

11452 EL CAMINO REAL STE 400
SAN DIEGO, CA 92130-2043

2b Employer Identification Number (EIN) 95-4666411

2c Sponsor's telephone number 858-509-5887

2d Business code (see instructions) 541600

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.	04/09/2014	SHANNA BROWN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/09/2014	SHANNA BROWN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
VISTAGE WORLDWIDE, INC.

11452 EL CAMINO REAL STE 400
SAN DIEGO, CA 92130-2043

3b Administrator's EIN
95-4666411

3c Administrator's telephone number
858-509-5887

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**	179
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**	148
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	51
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	199
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	199
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	191
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	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)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
VISTAGE WORLDWIDE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4666411

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	441462	199	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
5453	1720

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

NRP FINANCIAL INC
677 NORTH MAIN ST
P O BOX 998
BRYAN, OH 43506-9920

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5453	1720	REFERRAL/SERVICE FEE AND PRORATED INCENTIVE, NOT DEDUCTED FROM PLAN	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	0

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 ▶ CUSTODIAL GUARANTEED FUND CONTRACT

b	Balance at the end of the previous year			7b	708243
c	Additions: (1) Contributions deposited during the year	7c(1)	57425		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	18924		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	84675		
	▶ LOAN PAYMENT, OUTSIDE INVESTMENT TRANSFER				
	(6) Total additions			7c(6)	161024
d	Total of balance and additions (add **b** and **c(6)**)			7d	869267
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	108568		
	(2) Administration charge made by carrier	7e(2)	117		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	42334		
	▶ LOAN WITHDRAWAL, OUTSIDE INVESTMENT TRANSFER				
	(5) Total deductions			7e(5)	151019
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	718248

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

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

A Name of plan
VISTAGE WORLDWIDE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4666411

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

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

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

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

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

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

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

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

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

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

(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	2394	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 H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
VISTAGE WORLDWIDE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4666411

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	17144	26335
(2) Participant contributions	1b(2)	0	26746
(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)	127442	130782
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4782564	5105105
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	708243	718248
(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	5635393	6007216
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	5635393	6007216

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)	322233	
(B) Participants	2a(1)(B)	905324	
(C) Others (including rollovers)	2a(1)(C)	56677	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1284234
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)	4315	
(F) Other	2b(1)(F)	18924	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		23239
(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)	83460	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		83460
(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

		(a) Amount	(b) Total
2b **(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
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-270704
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1120229
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	746005	
(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)		746005
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	2394	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	7	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2401
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		748406
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		371823
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: JGD & ASSOCIATES, LLP **(2)** EIN: 95-3132551

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	0
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
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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
VISTAGE WORLDWIDE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-4666411

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 items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

VISTAGE WORLDWIDE, INC. 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2011 AND 2010

VISTAGE WORLDWIDE, INC. 401(K) PLAN

TABLE OF CONTENTS

Page

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 2

Statement of Changes in Net Assets Available for Benefits 3

Notes to the Financial Statements 4-12

SUPPLEMENTARY INFORMATION

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 13-14

Schedule H, Line 4j – Schedule of Reportable Transactions – Single Transactions 15

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.

5355 Mira Sorrento Place Suite 700 San Diego, CA 92121-3825
Phone (858) 587-1000 Fax (858) 587-0212

JGD & Associates LLP
CERTIFIED PUBLIC ACCOUNTANTS

Partners
David R. Brzezniak CPA
Daniel P. Schreiber CPA
William T. Botzum CPA
Thomas C. Zonaras CPA
Oliver R. McElroy CPA

www.JGDnet.com

INDEPENDENT AUDITOR'S REPORT

To the Retirement Plans Committee of
Vistage Worldwide Inc.
San Diego, California

We were engaged to audit the financial statements of the Vistage Worldwide, Inc. 401(k) Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011 and the supplemental schedules as of December 31, 2011 as listed in the accompanying Table of Contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Delaware Charter Guarantee and Trust Company dba Principal Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of and for the year ended December 31, 2011 and 2010 that the information provided to the plan administrator by the custodian is complete and accurate.

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

JGD & Associates LLP

San Diego, California
July 20, 2012, except for Note 11 as to which the date is March 28, 2014

Vistage Worldwide, Inc. 401(k) Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
ASSETS		
INVESTMENTS, AT FAIR VALUE (Notes 2, 3, 4, 5 and 6)	$ 5,787,441	$ 5,455,394
RECEIVABLES		
Employer's contribution	26,335	17,144
Participants' contributions	26,746	0
Notes receivable from participants (Note 2)	130,782	127,442
Total receivables	183,863	144,586
Total assets	5,971,304	5,599,980
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	5,971,304	5,599,980
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts (Notes 2, 3, 4, 5 and 6)	35,912	35,413
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,007,216	$ 5,635,393

The accompanying notes are an integral part of these financial statements.

Vistage Worldwide, Inc. 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2011

ADDITIONS TO (SUBTRACTIONS FROM) NET ASSETS ATTRIBUTED TO	
Investment income (loss) (Notes 2, 3 and 4)	
Net appreciation (depreciation) in fair value of investments	$ (270,704)
Dividends	83,460
Interest	18,924
Net investment income (loss)	(168,320)
Interest income on notes receivable from participants	4,315
Contributions	
Employer's contribution	322,233
Participants' contributions	905,324
Participant rollovers	56,677
Total contributions	1,284,234
Total additions (subtractions)	1,120,229
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	746,005
Administrative expenses	2,401
Total deductions	748,406
Net increase (decrease)	371,823
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	5,635,393
End of year	$ 6,007,216

The accompanying notes are an integral part of these financial statements.

NOTE 1--DESCRIPTION OF PLAN

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

General : The Plan, which was adopted on October 1, 2004, is a defined contribution plan covering substantially all employees of Vistage Worldwide, Inc. (the Company). On January 1, 2010, the Plan was amended to allow employees of Bizmore, Inc. to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions : Participant salary reduction contributions: Participants may contribute up to 80% of pretax annual compensation, as defined by the Plan. Employees are automatically enrolled in the Plan upon meeting eligibility requirements unless affirmatively elected otherwise at a rate of 6% of pretax annual compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Such contributions are 100% vested and non-forfeitable. Participant contributions are subject to certain limitations.

Employer discretionary matching contributions: The Company may make matching contributions in an amount equal to the percentage declared by the 401(k) Plan Committee based on the deferral contribution made by each participant during each pay period, as defined by the Plan. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant will be vested in their employer discretionary matching contributions per the vesting schedule.

Employer discretionary additional matching contributions: The Company may make an additional matching contribution if the discretionary match calculated on an annual basis is greater than the amount contributed. The additional match shall be calculated based on deferral contributions made by each participant and pay for the plan year. The percentage determined must be equal to or greater than the percentage declared by the 401(k) Plan Committee for the employer discretionary matching contribution. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant will be vested in their employer discretionary additional matching contributions per the vesting schedule. Participants must be actively employed on the last day of the plan year to receive an additional matching contribution.

The 401(k) Plan Committee approved a total matching contribution of 50% of each employee's deferral up to 6% of eligible compensation for the 2011 plan year. Total employer matching contributions amounted to $322,233, for the plan year ended December 31, 2011.

NOTE 1--DESCRIPTION OF PLAN (Continued)

Contributions (continued)	:	Employer qualified non-elective contributions: The Company may make contributions in the same proportion that each eligible participant's compensation for such plan years bears to the total compensation of all eligible participants for such plan year. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant will be vested in their employer qualified non-elective contributions per the vesting schedule. Participants must be actively employed on the last day of the plan year and be non-highly compensated employees to be eligible to share in the employer qualified non-elective contribution. The Company has elected to not make an employer qualified non-elective contribution for the year ended December 31, 2011. Employer discretionary profit-sharing contributions: The Company may make a profit-sharing contribution to the Plan. The contributions would be allocated to participants accounts in the same ratio as the participant's compensation bears to total compensation of eligible participants. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant will be vested in their employer discretionary profit-sharing contributions per the vesting schedule. Participants must be actively employed on the last day of the Plan year to be eligible for employer discretionary profit-sharing contributions. The Company has elected to not make a discretionary profit-sharing contributions for the year ended December 31, 2011. Participant rollover contributions: The Plan allows participants to make rollover contributions from a qualified plan. Such contributions are 100% vested and non-forfeitable.
Eligibility to participate	:	Employees who have reached age eighteen and completed thirty days of service are eligible to participate in the Plan as of the next succeeding entry date.
Forfeitures	:	At December 31, 2011 and 2010, forfeited nonvested accounts held by the Plan totaled $2,849 and $0. These accounts will be used first to pay administrative expenses of the Plan and then to reduce future employer contributions. During 2011, forfeited nonvested accounts totaling $24,222 were used to reduce employer contributions and $1,329 were used to pay administrative expenses.
Notes receivable from participants	:	Participants may borrow from their fund account a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 6.00%, which approximate current market conditions.

NOTE 1--DESCRIPTION OF PLAN (Continued)

Participant accounts : Upon enrollment in the Plan, a participant directs contributions in any of the available investment options. Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's salary reduction and rollover contributions, employer discretionary matching contributions, employer discretionary additional matching contributions, qualified non-elective contributions and an allocation of the employer's discretionary profit-sharing contribution and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account. All investments are directed by plan participants.

Payment of benefits : A participant's vested account balance becomes distributable upon termination of service due to disability, retirement or death. Upon severance of employment for other than disability, retirement or death, benefits are paid to employees based on the amount allocated to their account multiplied by the vesting percentage at the time of termination. The participant or beneficiary will be paid in a lump sum. The distribution shall be made to the participant or beneficiary in accordance with the election of the participant. Participants may defer receiving these benefits until their normal retirement age if their vested account balance exceeds $5,000.

Participants may also elect to withdraw in cash certain vested amounts within the deferred contribution account to the extent necessary to meet a financial hardship, in accordance with the regulations and rulings of the Internal Revenue Code. After a withdrawal, a stipulated period of time must lapse, as defined by the Plan, before a participant can make additional deferred contributions.

Vesting : Participants are immediately vested in their rollover and participant salary reduction contributions plus actual earnings thereon. Vesting in the remainder of their accounts (employer discretionary matching, employer discretionary additional matching, employer discretionary profit-sharing and qualified non-elective matching contributions) is based on years of continuous service. Accrued benefits vest as follows:

Years of Service	Vested Interest
Less than 1	0%
1	25%
2	50%
3 or more	100%

For vesting purposes, a year of service is defined as the total of an employee's countable periods of service without regard to hours of service.

Participants become fully vested upon termination for reason of retirement, death or disability, or if the Plan is terminated. Nonvested benefits are forfeited by participants upon termination for reasons other than normal retirement, death or disability.

NOTE 2--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting	:	The financial statements of the Plan are presented on the accrual basis of accounting. 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 Statements 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.
Administrative expenses	:	All administrative, accounting, legal and audit services of the Plan not offset by forfeitures are provided by the Company at no cost, or paid by the Company.
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 5 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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.
Notes receivable from participants	:	Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Principal and interest are paid ratably through payroll deductions. At December 31, 2011 and 2010, all such notes receivable, which are administered and collected by the custodian, were current and reflected no defaults. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.
Payment of benefits	:	Benefits are recorded when paid.
Reclassification	:	Certain prior year balances have been reclassified to agree to current year presentation.
Subsequent events	:	The Plan has evaluated subsequent events through July 20, 2012, the date the financial statements were available to be issued, except for Note 11 as to which the date is March 28, 2014.
Use of estimates	:	The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

NOTE 3--CERTIFIED INFORMATION

The following is a summary of the investment information regarding the Plan, included in the Plan's financial statements and supplemental schedules that were prepared by or derived from information prepared by Delaware Charter Guarantee and Trust Company dba Principal Trust Company, the custodian of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodian that the information is complete and accurate as of December 31, 2011 and 2010. Investment information is summarized as follows:

	2011	2010
Investments, at fair value	$ 5,787,441	$ 5,455,394
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	35,912	35,413
Notes receivable from participants	130,782	127,442
Total investments and assets certified by the custodian	$ 5,954,135	$ 5,618,249

Changes in net assets certified by the custodian and not audited for the year ended December 31, 2011, include the following:

Net appreciation (depreciation) in fair value of investments	$ (270,704)
Dividends	83,460
Interest income on investments	18,924
Interest income on notes receivable from participants	4,315
Administrative expenses	(2,401)

NOTE 4--INVESTMENTS

Except for its investment contract with an insurance company (Note 6), the Plan's investments are held in a trust fund. Investments that represent 5% or more of the Plan's net assets as of December 31, in either year, are separately identified below:

	2011	2010
Investments at Fair Value as Determined by Quoted Market Price		
Mutual funds		
American Funds Growth Fund of America R3 Fund	$ 0	$ 343,474
BlackRock Capital Appreciation Investment A Fund	309,734	0
Principal Lifetime 2020 R4 Fund	0	741,603
Principal Lifetime 2020 R5 Fund	898,664	0
Principal Lifetime 2030 R4 Fund	0	579,508
Principal Lifetime 2030 R5 Fund	734,907	0
Principal Lifetime 2040 R4 Fund	0	695,423
Principal Lifetime 2040 R5 Fund	772,438	0
Principal Lifetime 2050 R5 Fund	345,061	0
Other mutual funds	2,044,301	2,422,556
Total mutual funds at fair value	5,105,105	4,782,564
Investments at Contract Value		
Guaranteed investment contract		
Fixed Income Option 401(a)/(k)	718,248	708,243
Total investments at contract value	718,248	708,243
Adjustment from Contract Value to Fair Value	(35,912)	(35,413)
Total investments, at fair value	$ 5,787,441	$ 5,455,394

NOTE 4--INVESTMENTS (Continued)

During the year ended December 31, 2011, the Plan's investments (including investments bought, sold and held during each year) appreciated (depreciated) in fair value as follows:

Investments at Fair Value as Determined by Quoted Market Price	
Mutual funds	$ (270,704)
Net change in fair value	$ (270,704)

NOTE 5--FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy and a description of the valuation methodologies used for assets measured at fair value are described below:

Level 1 Fair Value Measurements

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Mutual funds are valued at the quoted net asset value of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

Inputs to the valuation methodology include (a) quoted prices for similar assets or liabilities in active markets, (b) quoted prices for identical or similar assets or liabilities in inactive markets, (c) inputs other than quoted prices that are observable for the asset or liability or (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

The Plan held no level 2 assets as of December 31, 2011 and 2010.

Level 3 Fair Value Measurements

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Guaranteed investment contracts are valued at fair value by the insurance company by adjusting for the portion of net assets attributable to fully benefit-responsive investment contracts from fair value to contract value as fair value in considered book value less early withdrawal charge.

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

NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Fair Value	Level 1	Level 2	Level 3
Mutual funds				
Fixed Income (a)	$ 422,023	$ 422,023	$ 0	$ 0
International (b)	369,668	369,668	0	0
Large Cap (c)	850,102	850,102	0	0
Lifecycle (d)	3,009,873	3,009,873	0	0
Mid Cap (e)	256,082	256,082	0	0
Small Cap (f)	197,357	197,357	0	0
Guaranteed Investment Contract (g)	682,336	0	0	682,336
Total	$ 5,787,441	$ 5,105,105	$ 0	$ 682,336

	Assets at Fair Value as of December 31, 2010			
	Fair Value	Level 1	Level 2	Level 3
Mutual funds				
Fixed Income (a)	$ 344,439	$ 344,439	$ 0	$ 0
International (b)	492,956	492,956	0	0
Large Cap (c)	918,153	918,153	0	0
Lifecycle (d)	2,510,623	2,510,623	0	0
Mid Cap (e)	303,581	303,581	0	0
Small Cap (f)	212,812	212,812	0	0
Guaranteed Investment Contract (g)	672,830	0	0	672,830
Total	$ 5,455,394	$ 4,782,564	$ 0	$ 672,830

(a) Fixed Income: A mutual fund that is intended to produce a predictable stream of income derived from ownership in corporate or government bonds and other fixed income instruments with varying maturities.

(b) International: A mutual fund that invests primarily in companies located outside of its investors' country of residence.

(c) Large Cap: A mutual fund that invests in companies with a market capitalization of greater than $10 billion at the time of purchase.

(d) Lifecycle: A fund diversified over a range of asset categories. Each Lifecycle fund has an objective to invest along a pre-determined goal. For example: aggressive growth or conservative income. Portfolios include both equities and fixed income securities.

(e) Mid Cap: A mutual fund that invests in mid-sized companies generally ranging from $2 billion to $10 billion in market capitalization at the time of purchase.

(f) Small Cap: A mutual fund that invests in companies with a market capitalization of between $300 million and $2 billion at the time of purchase.

NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

(g) Guaranteed Investment Contract: Investments are provided through a Principal Life Insurance Company group annuity contract (see Note 6).

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	Guaranteed Investment Contract
Balance at January 1, 2011	$ 672,830
Realized gains (losses)	18,924
Unrealized gains (losses)	(499)
Purchases	146,056
Sales	(154,975)
Balance at December 31, 2011	$ 682,336

NOTE 6--INVESTMENT CONTRACT WITH INSURANCE COMPANY

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan has a benefit-responsive investment contract with Principal Life Insurance Company. Principal Life Insurance Company maintains the contributions in a guaranteed investment contract. The account is credited with earnings on the underlying investment and is charged for plan withdrawals and administrative expenses by Principal Life Insurance Company. The investment is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses) because the contract is considered fully benefit-responsive. Net assets available for benefits shall reflect the contract value for this investment contract because participants are guaranteed return of principal and accrued interest. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2011 and 2010 were $682,336 and $672,830. The average yields were approximately 2.77% and 2.92% for the years ended December 31, 2011 and 2010. The crediting interest rates were approximately 2.73% and 3.00% for the years ended December 31, 2011 and 2010. The crediting interest rate is based on an agreed upon formula with the issuer, and is reviewed on an annual basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer, such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deleting of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestiture or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemptions under ERISA. The plan administrator does not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

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

NOTE 7--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 accounts.

NOTE 8--TAX STATUS

As of December 31, 2011, an IRS determination letter has not been obtained for the Plan instrument as adopted, but an IRS "prototype" opinion letter dated March 31, 2008 has been obtained by Delaware Charter Guarantee and Trust Company dba Principal Trust Company, the service provider, regarding the original plan document. Although the Plan has been amended since receiving the IRS "prototype" opinion letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, plan management believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the U.S. Department of Labor (DOL) Employee Benefits Security Administration (EBSA). The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine income tax examinations by taxing jurisdiction; however, there are currently no income tax examinations for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 9--PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and guaranteed investment contracts managed by Delaware Charter Guarantee and Trust Company dba Principal Trust Company. Delaware Charter Guarantee and Trust Company dba Principal Trust Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 10--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.

NOTE 11--SUBSEQUENT EVENTS

Subsequent to the issuance of the 2011 Vistage Worldwide, Inc. 401(k) Plan's audited financial statements dated July 20, 2012, it was discovered that in 2011 the Company authorized the transfer of Principal Lifetime Class R4 funds to Principal Lifetime R5 funds, as well as a transfer of Principal Diversified International Class R4 Fund to Principal Diversified International Class R5 Fund. As these transfers were not participant directed and were equal to or greater than 5% of beginning net assets available for benefit, the Schedule H, Line 4j is required to be completed and attached as a supplemental schedule to the financial statements. The financial statements have been updated to include the supplemental schedule as noted on page 15. Also, Note 4 has been updated to reflect the proper classification of these funds as of December 31, 2011 and 2010.

In addition to the changes above, the name of the custodian reported in these financials was corrected to Delaware Charter Guarantee and Trust Company dba Principal Trust Company from the previously incorrectly reported name Principal Life Insurance Company. The PIMCO Total Return Fund in the Schedule of Assets (Held at End of Year) has been corrected to a Class R fund from the previously incorrectly reported Class C fund. Also, Note 5 was updated to correct the description of the level 3 fair value measurement for the guaranteed investment contracts.

SUPPLEMENTARY INFORMATION

Vistage Worldwide, Inc. 401(k) Plan
(EIN # 95-4666411) (Plan #001)
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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			
*	Principal Funds	Fixed Income Option 401(a)/(k)	$	$ 718,248
	Mutual Funds			
	Blackrock	BlackRock Capital Appreciation Investment A Fund		309,734
	Fidelity Investments	Fidelity Advisor Small Cap T Fund		122,879
	Fidelity Investments	Fidelity Advisor Technology T Fund		102,003
	Heartland	Heartland Value Plus Fund		26,280
	Invesco	Invesco Van Kam Comstock A Fund		142,593
	PIMCO	PIMCO Total Return R Fund		266,255
*	Principal Funds	Principal Bond & Mortgage Securities R5 Fund		155,768
*	Principal Funds	Principal Capital Appreciation R5 Fund		97,290
*	Principal Funds	Principal Diversified International R5 Fund		207,810
*	Principal Funds	Principal International Emerging Markets R5 Fund		161,858
*	Principal Funds	Principal LargeCap S&P 500 Index R5 Fund		198,482
*	Principal Funds	Principal Lifetime 2010 R5 Fund		196,273
*	Principal Funds	Principal Lifetime 2020 R5 Fund		898,664
*	Principal Funds	Principal Lifetime 2030 R5 Fund		734,907
*	Principal Funds	Principal Lifetime 2040 R5 Fund		772,438
*	Principal Funds	Principal Lifetime 2050 R5 Fund		345,061
*	Principal Funds	Principal Lifetime Strategic Income R5 Fund		62,530
*	Principal Funds	Principal MidCap Growth III R5 Fund		87,566
*	Principal Funds	Principal MidCap S&P 400 Index R5 Fund		68,561
*	Principal Funds	Principal MidCap Value Index R5 Fund		59,954

Vistage Worldwide, Inc. 401(k) Plan
(EIN # 95-4666411) (Plan #001)
Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)
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
*	Principal Funds	Principal Real Estate Securities R5 Fund		40,001
*	Principal Funds	Principal SmallCap S&P 600 Index R5 Fund		48,198
	Total investments		0	5,823,353
*	Participant Loans	Interest rates range from 4.25% - 6.00%, maturing from 2013 to 2017	0	130,782
	Total		$ 0	$ 5,954,135

* Indicates party-in-interest

In accordance with ERISA section 404(c), cost information is not required when reporting investments of an individual account plan that is participant or beneficiary directed.

Vistage Worldwide, Inc. 401(k) Plan
(EIN # 95-4666411) (Plan #001)
Schedule H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE TRANSACTIONS
Year ended December 31, 2011

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Principal Funds	Principal Lifetime 2020 R4 Fund	$ 0	$ 897,869	$ 835,227	$ 897,869	$ 62,642
Principal Funds	Principal Lifetime 2020 R5 Fund	897,869	0	897,869	897,869	0
Principal Funds	Principal Lifetime 2030 R4 Fund	0	722,277	651,798	722,277	70,479
Principal Funds	Principal Lifetime 2030 R5 Fund	722,277	0	722,277	722,277	0
Principal Funds	Principal Lifetime 2040 R4 Fund	0	725,381	669,564	725,381	55,817
Principal Funds	Principal Lifetime 2040 R5 Fund	725,381	0	725,381	725,381	0
Principal Funds	Principal Lifetime 2050 R4 Fund	0	345,893	305,309	345,893	40,584
Principal Funds	Principal Lifetime 2050 R5 Fund	345,893	0	345,893	345,893	0
Principal Funds	Principal Diversified International R4 Fund	0	282,871	299,474	282,871	(16,603)
Principal Funds	Principal Diversified International R5 Fund	282,871	0	282,871	282,871	0

F051TF

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

VISTAGE WORLDWIDE, INC. 401(K) PLAN

EIN 95 4666411
PLAN NUMBER 001
PLAN YEAR 01/01/2011 TO 12/31/2011

(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
	BlackRock	Registered Investment Company BLACKROCK CAP APPR INV A FUND	$ 0.00	$ 309,733.87
	Fidelity Investments	Registered Investment Company Fidelity Adv Small Cap T Fund	$ 0.00	$ 122,878.53
	Fidelity Investments	Registered Investment Company Fidelity Adv Technology T Fund	$ 0.00	$ 102,002.84
	Heartland Funds	Registered Investment Company HEARTLAND VALUE PLUS FUND	$ 0.00	$ 26,280.28
	Van Kampen Investor Services	Registered Investment Company INVESCO VAN KAM COMSTOCK A FD	$ 0.00	$ 142,593.10
*	Principal Life Insurance Company	Insurance Company General Prin Fixed Income 401(a)/(k)	$ 0.00	$ 718,248.21
	PIMCO Funds	Registered Investment Company PIMCO TOTAL RETURN R FUND	$ 0.00	$ 266,254.79
*	Principal Funds Inc	Registered Investment Company PRIN BOND & MTG SECS R5 FUND	$ 0.00	$ 155,767.89
*	Principal Funds Inc	Registered Investment Company PRIN INTL EMERG MKTS R5 FUND	$ 0.00	$ 161,857.62
*	Principal Funds Inc	Registered Investment Company PRIN LGCAP S&P 500 IDX R5 FUND	$ 0.00	$ 198,481.54
*	Principal Funds Inc	Registered Investment Company PRIN LIFETIME STR INC R5 FUND	$ 0.00	$ 62,530.37
*	Principal Funds Inc	Registered Investment Company PRIN LIFETIME 2010 R5 FUND	$ 0.00	$ 196,273.19
*	Principal Funds Inc	Registered Investment Company PRIN LIFETIME 2020 R5 FUND	$ 0.00	$ 898,664.05
*	Principal Funds Inc	Registered Investment Company PRIN LIFETIME 2030 R5 FUND	$ 0.00	$ 734,907.47
*	Principal Funds Inc	Registered Investment Company PRIN LIFETIME 2040 R5 FUND	$ 0.00	$ 772,437.87

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

F051TF

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

VISTAGE WORLDWIDE, INC. 401(K) PLAN

EIN 95 4666411
PLAN NUMBER 001
PLAN YEAR 01/01/2011 TO 12/31/2011

(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 Funds Inc	Registered Investment Company PRIN LIFETIME 2050 R5 FUND	$ 0.00	$ 345,061.12
*	Principal Funds Inc	Registered Investment Company PRIN MIDCAP GROWTH III R5 FUND	$ 0.00	$ 87,566.02
*	Principal Funds Inc	Registered Investment Company PRIN MIDCAP S&P 400 IDX R5 FD	$ 0.00	$ 68,560.53
*	Principal Funds Inc	Registered Investment Company PRIN MIDCAP VALUE I R5 FUND	$ 0.00	$ 59,954.42
*	Principal Funds Inc	Registered Investment Company PRIN REAL ESTATE SECS R5 FUND	$ 0.00	$ 40,001.16
*	Principal Funds Inc	Registered Investment Company PRIN SMCAP S&P 600 IDX R5 FUND	$ 0.00	$ 48,197.87
*	Principal Funds Inc	Registered Investment Company PRINCIPAL CAPITAL APP R5 FUND	$ 0.00	$ 97,290.15
*	Principal Funds Inc	Registered Investment Company PRINCIPAL DIV INTL R5 FUND	$ 0.00	$ 207,810.33
	Participant Loans	Range of Interest Rates Rates Range From 4.25% To 9.25%	$ 0.00	$ 130,782.00

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