

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>CARLSON EMPLOYEES' SAVINGS AND INVESTMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>07/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>07/01/1986</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CARLSON HOLDINGS, INC.</u> <u>701 CARLSON PARKWAY, MS8202</u> <u>MINNETONKA, MN 55305</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>41-0280030</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>763-212-1779</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>41-0280030</u>	2c Sponsor's telephone number <u>763-212-1779</u>	2d Business code (see instructions) <u>551112</u>	
2b Employer Identification Number (EIN) <u>41-0280030</u>					
2c Sponsor's telephone number <u>763-212-1779</u>					
2d Business code (see instructions) <u>551112</u>					

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. Signature of plan administrator	<u>07/31/2013</u> Date	<u>CRODAHL</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ 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 2647
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 1223	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 1316	
d Subtotal. Add lines 6a , 6b , and 6c	6d 2539	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 13	
f Total. Add lines 6d and 6e	6f 2552	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 2460	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 34	
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 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 CARLSON EMPLOYEES' SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 CARLSON HOLDINGS, INC.	D Employer Identification Number (EIN) 41-0280030

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)..... ☒ 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
AMERICAN BEACON

75-2401150

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

94-1441976

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

13-5108880

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

04-2679462

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

MANAGERS FUNDS

06-1298481

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

INVESCO

58-2287224

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

VANGUARD

23-1945930

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

PRUDENTIAL INVESTMENTS

22-3703799

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

PIMCO FDS

33-0457728

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

COHEN & STEERS

14-1904657

(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)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 52 60 62 64	SERVICE PROVIDER	172388	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

AON INVESTMENT CONSULTING

36-3051915

(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?
27 50	SERVICE PROVIDER	19599	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KELLY, HANNAFORD & BATTLES P.A.

41-1802551

(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?
29 50	SERVICE PROVIDER	20337	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)

CLIFTONLARSONALLEN, LLP

41-0746749

(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?
10 50	SERVICE PROVIDER	9190	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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CARLSON EMPLOYEES' SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CARLSON HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>41-0280030</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, NA

c EIN-PN <u>52-2250951-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>41-6202499-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25764142</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan CARLSON EMPLOYEES' SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 CARLSON HOLDINGS, INC.	D Employer Identification Number (EIN) 41-0280030	

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)	83484	11783
(2) Participant contributions	1b(2)	197722	24899
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1197145	1203772
(9) Value of interest in common/collective trusts.....	1c(9)	26015820	25764142
(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)	102359011	113478475
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	129853182	140483071

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	65355	66681
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	65355	66681

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	129787827	140416390
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2529895	
(B) Participants	2a(1)(B)	6009856	
(C) Others (including rollovers)	2a(1)(C)	101665	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8641416

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	54855	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		54855

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2168450	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2168450

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		478038
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		14271600
c Other income.....	2c		2851
d Total income. Add all income amounts in column (b) and enter total.....	2d		25617210

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15034228	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		15034228
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	218632	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		218632
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		15252860

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10364350
l Transfers of assets:			
(1) To this plan.....	2l(1)		558218
(2) From this plan	2l(2)		294005

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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: CLIFTONLARSONALLEN, LLP

(2) EIN: 41-0746749

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	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.	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)

CARLSON WAGONLIT TRAVEL EMPLOYEES' SAVINGS AND INVESTMENT PLAN

CARLSON HOTELS EMPLOYEES' SAVINGS AND INVESTMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
41-1880007	001
41-1916940	001

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

A Name of plan <u>CARLSON EMPLOYEES' SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CARLSON HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>41-0280030</u>

Part I	Distributions
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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	<u>0</u>
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): <u>41-6257133</u>		
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 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
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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
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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.
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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):

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION AND
INDEPENDENT AUDITORS' REPORT**

**AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011**

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

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INDEPENDENT AUDITORS' REPORT

Plan administrator
Carlson Employees' Savings and Investment Plan
Minnetonka, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Carlson Employees' Savings and Investment 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

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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of 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

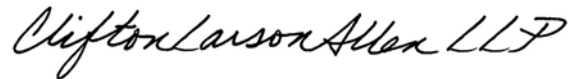
Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

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

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 schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

Minneapolis, Minnesota
June 26, 2013

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS (at fair value)		
Mutual funds	\$ 113,478,475	\$ 102,359,011
Collective fund	<u>26,511,302</u>	<u>26,692,231</u>
Total investments	139,989,777	129,051,242
RECEIVABLES		
Employee deferral	24,899	197,722
Employer matching	11,783	83,484
Notes receivable from participants	<u>1,203,772</u>	<u>1,199,148</u>
Total receivables	<u>1,240,454</u>	<u>1,480,354</u>
 Total assets	 141,230,231	 130,531,596
LIABILITIES		
ACCOUNTS PAYABLE		
Administrative fees and other	<u>66,681</u>	<u>65,355</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	141,163,550	130,466,241
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(747,160)</u>	<u>(676,411)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 140,416,390</u></u>	<u><u>\$ 129,789,830</u></u>

See accompanying Notes to Financial Statements.

CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
INVESTMENT INCOME (LOSS)		
Net appreciation (depreciation) in fair value of investments	\$ 14,749,638	\$ (3,635,829)
Dividends	2,168,450	1,914,433
Other income	<u>2,851</u>	<u>6,149</u>
Total investment income (loss)	16,920,939	(1,715,247)
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	54,855	51,735
CONTRIBUTIONS		
Employee 401(k) deferral	6,009,856	5,719,434
Employer matching	2,529,895	2,324,917
Rollover	<u>101,665</u>	<u>291,412</u>
Total contributions	8,641,416	8,335,763
EXPENSES		
Benefits paid to participants	(15,036,231)	(13,868,518)
Administrative expenses and other	<u>(218,632)</u>	<u>(251,456)</u>
Total expenses	(15,254,863)	(14,119,974)
NET INCREASE (DECREASE) PRIOR TO TRANSFERS	10,362,347	(7,447,723)
NET TRANSFERS FROM AFFILIATED PLANS	<u>264,213</u>	<u>731,032</u>
NET INCREASE (DECREASE) AFTER TRANSFERS	10,626,560	(6,716,691)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>129,789,830</u>	<u>136,506,521</u>
End of year	<u><u>\$ 140,416,390</u></u>	<u><u>\$ 129,789,830</u></u>

See accompanying Notes to Financial Statements.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN

The following description of Carlson Employees' Savings and Investment Plan (the Plan) provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was established July 1, 1986 and most recently amended and restated effective January 1, 2011. The Plan covers all employees of Carlson Holdings, Inc. and participating Employers (the Company), except those covered by a collective bargaining agreement (unless such agreement expressly so provides), non-resident aliens not receiving U.S. source income, independent contractors, and hourly paid non-exempt hotel property employees of participating Employers in the Carlson Hotels Employees' Savings and Investment Plan (Hotels Plan). Employees must have attained age 21 and completed 60 days of employment in order to be eligible. Service previously recognized under the Hotels Plan, the Carlson Wagonlit Plan or any 401(k) plan sponsored by the Company or an Affiliate will be included in a participant's service under this Plan, provided the individual's service was as a "qualified employee" as defined under said plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

Upon completion of the eligibility requirements, participants are automatically enrolled in the Plan using a contribution percentage equal to 3 percent of the employees' respective certified earnings, as defined by the Plan. Participants have the ability to change their deferral percentage by contacting the Plan administrator.

Each year, participants may contribute a percentage of pre-tax annual compensation, as defined by the Plan. The percentage contributed is limited to 50 percent for non-highly compensated employees and 9 percent for highly compensated employees. The Company may elect to make a matching contribution at the discretion of the Company's Board of Directors. The Company matches 60 percent of deferrals up to 6 percent of compensation. A participant must complete 12 consecutive months of employment to receive a Company matching contribution. The Company also makes a basic contribution to participants who were participants of the Employees' Retirement Plan of Carlson, Inc. on December 31, 1987, were not officer-employees of the Company, and did not receive certified wages exceeding \$66,000 in the Plan year. For each year of vesting service, the participant had as of December 31, 1987, the participant receives a contribution equal to 1 percent up to 10 percent.

The Plan allows participants age 50 and older to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans and certain IRAs. Contributions are subject to certain limitations.

Participants direct the investment of contributions into various investment options offered by the Plan.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, the Company's basic contribution, an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. Administrative expenses are allocated based on a flat dollar amount or based on active participant counts. Income is allocated daily based on the shares in the participant's account. 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 contributions plus actual earnings thereon. Vesting in the Company's contributions, plus actual earnings thereon, is based on years of continuous service. A participant vests at a rate of 25 percent after two years of service and is 100 percent vested after five years of credited service. A participant earns a year of vesting service for each calendar year in which they complete 1,000 or more hours of service. A participant is fully vested upon reaching normal retirement age, death, or permanent disability.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Note terms range from 6 months to 5 years or up to 30 years for the purchase of a primary residence. The notes are secured by the vested balance in the participant's account and bear interest at a fixed rate which is equal to 1 percent over the prime rate as of the first business day of each calendar quarter. Principal and interest is paid ratably through payroll deductions. At December 31, 2012 and 2011, interest rates on outstanding notes ranged from 4.25 percent to 9.25 percent.

Payment of Benefits

Upon termination of employment, death, disability or retirement (age 65), participants may receive the value of the vested interest in his or her account in the form of a lump sum distribution or through installment payments. Any pension source accounts will be payable in the form of an annuity. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent. The Plan allows for in-service distributions, hardship withdrawals, withdrawals of rollover contributions, and early retirement distributions at the age of 59½, subject to limitations, as defined by the Plan.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

Forfeited non-vested accounts are first used to re-instate participants accounts as directed by the Committee, next used to pay Plan expenses and finally used to reduce future Company matching contributions. Forfeited non-vested accounts as of December 31, 2012 and 2011 totaled \$172,061 and \$97,813, respectively. Forfeitures used to reduce matching contributions for the years ended December 31, 2012 and 2011 were \$-0- and \$77,743, respectively. Administrative expenses paid by forfeitures were \$29,578 and \$48,981 during 2012 and 2011, respectively.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Expenses

Administrative expenses paid by the Plan include trustee, investment advisory, recordkeeping, audit and legal expenses.

Investment Valuation and Income Recognition

The Plan's investments are stated 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. The fair value of mutual funds is determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds are valued at the net asset value. Units held in the collective funds are valued based on the market prices of the underlying investments in the funds at year-end.

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

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

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.

Investment Contracts

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 statements of changes in net assets available for benefits are prepared on a contract value basis.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

NOTE 3 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 4 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 percent vested in their accounts.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 5 PLAN TAX STATUS

The Plan has received a favorable determination letter from the Internal Revenue Service (IRS) dated May 7, 2012 indicating that the Plan is qualified under Section 401(k) of the Internal Revenue Code (IRC) and the trust established under the Plan is tax-exempt under present income tax law.

U.S. GAAP requires 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 IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 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 audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 6 CERTIFICATION OF INVESTMENT INFORMATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified the completeness and accuracy of the notes receivable from participants and investment information (except for the adjustment from fair value to contract value) presented in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the supplemental schedule of assets (held at end of year) as of December 31, 2012.

NOTE 7 FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs.

CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 7 FAIR VALUE MEASUREMENTS (CONTINUED)

These two types of inputs create the following fair value hierarchy:

Level 1 — Quoted prices for identical instruments in an active market.

Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 — Significant inputs to the valuation model are unobservable.

The asset 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 following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at net asset value (NAV) of shares held by the Plan at year-end.

Collective fund: Valued at the quoted market prices of the underlying investments in the fund. Underlying securities for which quotations are readily available are valued at the quoted market price based on the closing price reported on the active market on which the individual securities are traded. Underlying securities for which quotations are not readily available are valued at original costs plus accrued interest or amortized cost, which approximates fair value. Investments in underlying funds are valued at their closing NAV.

Certain mutual funds and collective funds are valued using NAV of shares held as of December 31, 2012 and 2011. The NAV is a quoted transactional price for participants in the fund. The NAV is computed by dividing net assets by the total number of shares outstanding. In relation to these investments, there are no unfunded commitments and shares can be redeemed with minimal restrictions and can do so daily. Events that may lead to a restriction to transact with the funds are not considered probable. There have been no changes in the valuation methodologies used at December 31, 2012 and 2011.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 7 FAIR VALUE MEASUREMENTS (CONTINUED)

The following table presents information as of December 31, 2012 and 2011 about the Plan's financial assets that are measured at fair value on a recurring basis:

	Level 1	Level 2	Level 3	Total
<u>December 31, 2012</u>				
Assets:				
Mutual funds:				
Index funds	\$ 40,633,277	\$ -	\$ -	\$ 40,633,277
Growth funds	18,604,588	-	-	18,604,588
International fund	15,018,230	-	-	15,018,230
Value funds	14,654,902	-	-	14,654,902
Fixed income fund	13,389,261	-	-	13,389,261
Balanced funds	11,178,217	-	-	11,178,217
Stable value fund	-	26,511,302	-	26,511,302
Total assets at fair value	<u>\$ 113,478,475</u>	<u>\$ 26,511,302</u>	<u>\$ -</u>	<u>\$ 139,989,777</u>
<u>December 31, 2011</u>				
Assets:				
Mutual funds:				
Index funds	\$ 38,726,257	\$ -	\$ -	\$ 38,726,257
Growth funds	15,641,799	-	-	15,641,799
International fund	13,467,079	-	-	13,467,079
Value funds	13,315,468	-	-	13,315,468
Fixed income fund	11,559,147	-	-	11,559,147
Balanced fund	9,649,261	-	-	9,649,261
Stable value fund	-	26,692,231	-	26,692,231
Total assets at fair value	<u>\$ 102,359,011</u>	<u>\$ 26,692,231</u>	<u>\$ -</u>	<u>\$ 129,051,242</u>

The stable value fund's primary objective is to protect principal and provide the fund with liquidity to accommodate participant withdrawals and investment transfers in a timely fashion. Once these objectives are met, the focus of the fund is to select the best security values available to provide participants with competitive returns. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The trustee of the stable value fund has the ability to require a 12-month redemption notice.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 8 INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Wells Fargo Stable Value Fund (at contract value)	\$ 25,764,142	\$ 26,015,820
Vanguard Institutional Index Fund	31,596,770	30,123,440
Dodge & Cox International Stock Fund	15,018,230	13,467,079
Dodge & Cox Income Fund	13,389,261	11,559,147
Harbor Capital Appreciation Fund	10,351,370	8,378,834
Dodge & Cox Balanced Fund	10,053,565	9,649,261
Vanguard Extended Market Index Fund	9,036,507	8,602,817

During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) appreciated in (depreciated) value by \$14,749,638 and \$(3,635,829), respectively, as follows:

	<u>2012</u>	<u>2011</u>
Mutual funds	\$ 14,271,600	\$ (4,216,881)
Collective fund	478,038	581,052
Total	<u>\$ 14,749,638</u>	<u>\$ (3,635,829)</u>

NOTE 9 PARTY-IN-INTEREST TRANSACTIONS

The investments are managed by Wells Fargo Bank, N.A., the trustee; therefore, all investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for administrative services amounted to \$163,462 and \$177,762 for the years ended December 31, 2012 and 2011, respectively.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 140,416,390	\$ 129,789,830
Less: Deemed loan activity	-	(2,003)
Net assets available for benefits per the Form 5500	<u>\$ 140,416,390</u>	<u>\$ 129,787,827</u>

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2012:

	2012
Benefit Payments per the Financial Statements	(15,036,231)
Less: Deemed Loan Activity at December 31, 2011	(2,003)
Benefit Payments per the Form 5500	<u>\$ (15,038,234)</u>

NOTE 11 NET TRANSFERS (TO) FROM AFFILIATED PLANS

The Plan allows for the transfer of assets between all plans administered by Carlson Holdings, Inc. and its subsidiaries (the Companies). Participant accounts of employees that transfer their employment between the Companies are transferred between the respective plans.

NOTE 12 SUBSEQUENT EVENTS

Management of the Company has analyzed the potential for subsequent events through June 26, 2013, which is the date the financial statements were available to be issued. No significant subsequent events requiring disclosure or adjustment to the financial statements were found.

CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
E.I.N. 41-0280030 PLAN NO. 003
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost **	Current Value
		Collective Fund:		
*	Wells Fargo Bank, N.A.	Stable Value Fund (at contract value)		\$ 25,764,142
		Mutual Funds:		
	Vanguard	Vanguard Institutional Index Fund		31,596,770
	Dodge & Cox	Dodge & Cox International Stock Fund		15,018,230
	Dodge & Cox	Dodge & Cox Income Fund		13,389,261
	Harbor Capital	Harbor Capital Appreciation Fund		10,351,370
	Dodge & Cox	Dodge & Cox Balanced Fund		10,053,565
	Vanguard	Vanguard Extended Market Index Fund		9,036,507
	Invesco	Comstock - IS		5,589,760
	Prudential	Jennison Small Company		5,014,589
	American Beacon Advisors, Inc.	American Beacon Small Cap Value Fund		4,544,187
	Goldman Sachs	Goldman Sachs Mid-Cap Value Fund		4,019,537
	Managers	Managers AMG Times Square Mid-Cap Growth Fund		3,238,629
	Pimco	Pimco All Asset FD CL-I		1,124,652
	Cohen & Steers	Cohen & Steers Instl Rlty		501,418
		Participant Loans:		
*	Participants	4.25%-9.25% Interest	-	1,203,772
				<u>\$ 140,446,389</u>

* Indicates party-in-interest

**Cost omitted for participant-directed accounts

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION AND
INDEPENDENT AUDITORS' REPORT**

**AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011**

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

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INDEPENDENT AUDITORS' REPORT

Plan administrator
Carlson Employees' Savings and Investment Plan
Minnetonka, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Carlson Employees' Savings and Investment 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

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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of 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

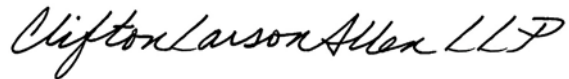
Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

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

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 schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

Minneapolis, Minnesota
June 26, 2013

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS (at fair value)		
Mutual funds	\$ 113,478,475	\$ 102,359,011
Collective fund	<u>26,511,302</u>	<u>26,692,231</u>
Total investments	139,989,777	129,051,242
RECEIVABLES		
Employee deferral	24,899	197,722
Employer matching	11,783	83,484
Notes receivable from participants	<u>1,203,772</u>	<u>1,199,148</u>
Total receivables	<u>1,240,454</u>	<u>1,480,354</u>
 Total assets	 141,230,231	 130,531,596
LIABILITIES		
ACCOUNTS PAYABLE		
Administrative fees and other	<u>66,681</u>	<u>65,355</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	141,163,550	130,466,241
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(747,160)</u>	<u>(676,411)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 140,416,390</u></u>	<u><u>\$ 129,789,830</u></u>

See accompanying Notes to Financial Statements.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
INVESTMENT INCOME (LOSS)		
Net appreciation (depreciation) in fair value of investments	\$ 14,749,638	\$ (3,635,829)
Dividends	2,168,450	1,914,433
Other income	2,851	6,149
Total investment income (loss)	<u>16,920,939</u>	<u>(1,715,247)</u>
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	54,855	51,735
CONTRIBUTIONS		
Employee 401(k) deferral	6,009,856	5,719,434
Employer matching	2,529,895	2,324,917
Rollover	101,665	291,412
Total contributions	<u>8,641,416</u>	<u>8,335,763</u>
EXPENSES		
Benefits paid to participants	(15,036,231)	(13,868,518)
Administrative expenses and other	(218,632)	(251,456)
Total expenses	<u>(15,254,863)</u>	<u>(14,119,974)</u>
NET INCREASE (DECREASE) PRIOR TO TRANSFERS	10,362,347	(7,447,723)
NET TRANSFERS FROM AFFILIATED PLANS	<u>264,213</u>	<u>731,032</u>
NET INCREASE (DECREASE) AFTER TRANSFERS	10,626,560	(6,716,691)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>129,789,830</u>	<u>136,506,521</u>
End of year	<u><u>\$ 140,416,390</u></u>	<u><u>\$ 129,789,830</u></u>

See accompanying Notes to Financial Statements.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN

The following description of Carlson Employees' Savings and Investment Plan (the Plan) provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was established July 1, 1986 and most recently amended and restated effective January 1, 2011. The Plan covers all employees of Carlson Holdings, Inc. and participating Employers (the Company), except those covered by a collective bargaining agreement (unless such agreement expressly so provides), non-resident aliens not receiving U.S. source income, independent contractors, and hourly paid non-exempt hotel property employees of participating Employers in the Carlson Hotels Employees' Savings and Investment Plan (Hotels Plan). Employees must have attained age 21 and completed 60 days of employment in order to be eligible. Service previously recognized under the Hotels Plan, the Carlson Wagonlit Plan or any 401(k) plan sponsored by the Company or an Affiliate will be included in a participant's service under this Plan, provided the individual's service was as a "qualified employee" as defined under said plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

Upon completion of the eligibility requirements, participants are automatically enrolled in the Plan using a contribution percentage equal to 3 percent of the employees' respective certified earnings, as defined by the Plan. Participants have the ability to change their deferral percentage by contacting the Plan administrator.

Each year, participants may contribute a percentage of pre-tax annual compensation, as defined by the Plan. The percentage contributed is limited to 50 percent for non-highly compensated employees and 9 percent for highly compensated employees. The Company may elect to make a matching contribution at the discretion of the Company's Board of Directors. The Company matches 60 percent of deferrals up to 6 percent of compensation. A participant must complete 12 consecutive months of employment to receive a Company matching contribution. The Company also makes a basic contribution to participants who were participants of the Employees' Retirement Plan of Carlson, Inc. on December 31, 1987, were not officer-employees of the Company, and did not receive certified wages exceeding \$66,000 in the Plan year. For each year of vesting service, the participant had as of December 31, 1987, the participant receives a contribution equal to 1 percent up to 10 percent.

The Plan allows participants age 50 and older to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans and certain IRAs. Contributions are subject to certain limitations.

Participants direct the investment of contributions into various investment options offered by the Plan.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, the Company's basic contribution, an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. Administrative expenses are allocated based on a flat dollar amount or based on active participant counts. Income is allocated daily based on the shares in the participant's account. 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 contributions plus actual earnings thereon. Vesting in the Company's contributions, plus actual earnings thereon, is based on years of continuous service. A participant vests at a rate of 25 percent after two years of service and is 100 percent vested after five years of credited service. A participant earns a year of vesting service for each calendar year in which they complete 1,000 or more hours of service. A participant is fully vested upon reaching normal retirement age, death, or permanent disability.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Note terms range from 6 months to 5 years or up to 30 years for the purchase of a primary residence. The notes are secured by the vested balance in the participant's account and bear interest at a fixed rate which is equal to 1 percent over the prime rate as of the first business day of each calendar quarter. Principal and interest is paid ratably through payroll deductions. At December 31, 2012 and 2011, interest rates on outstanding notes ranged from 4.25 percent to 9.25 percent.

Payment of Benefits

Upon termination of employment, death, disability or retirement (age 65), participants may receive the value of the vested interest in his or her account in the form of a lump sum distribution or through installment payments. Any pension source accounts will be payable in the form of an annuity. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent. The Plan allows for in-service distributions, hardship withdrawals, withdrawals of rollover contributions, and early retirement distributions at the age of 59½, subject to limitations, as defined by the Plan.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

Forfeited non-vested accounts are first used to re-instate participants accounts as directed by the Committee, next used to pay Plan expenses and finally used to reduce future Company matching contributions. Forfeited non-vested accounts as of December 31, 2012 and 2011 totaled \$172,061 and \$97,813, respectively. Forfeitures used to reduce matching contributions for the years ended December 31, 2012 and 2011 were \$-0- and \$77,743, respectively. Administrative expenses paid by forfeitures were \$29,578 and \$48,981 during 2012 and 2011, respectively.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Expenses

Administrative expenses paid by the Plan include trustee, investment advisory, recordkeeping, audit and legal expenses.

Investment Valuation and Income Recognition

The Plan's investments are stated 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. The fair value of mutual funds is determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds are valued at the net asset value. Units held in the collective funds are valued based on the market prices of the underlying investments in the funds at year-end.

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

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

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.

Investment Contracts

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 statements of changes in net assets available for benefits are prepared on a contract value basis.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

NOTE 3 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 4 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 percent vested in their accounts.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 5 PLAN TAX STATUS

The Plan has received a favorable determination letter from the Internal Revenue Service (IRS) dated May 7, 2012 indicating that the Plan is qualified under Section 401(k) of the Internal Revenue Code (IRC) and the trust established under the Plan is tax-exempt under present income tax law.

U.S. GAAP requires 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 IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 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 audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 6 CERTIFICATION OF INVESTMENT INFORMATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified the completeness and accuracy of the notes receivable from participants and investment information (except for the adjustment from fair value to contract value) presented in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the supplemental schedule of assets (held at end of year) as of December 31, 2012.

NOTE 7 FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 7 FAIR VALUE MEASUREMENTS (CONTINUED)

These two types of inputs create the following fair value hierarchy:

Level 1 — Quoted prices for identical instruments in an active market.

Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 — Significant inputs to the valuation model are unobservable.

The asset 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 following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at net asset value (NAV) of shares held by the Plan at year-end.

Collective fund: Valued at the quoted market prices of the underlying investments in the fund. Underlying securities for which quotations are readily available are valued at the quoted market price based on the closing price reported on the active market on which the individual securities are traded. Underlying securities for which quotations are not readily available are valued at original costs plus accrued interest or amortized cost, which approximates fair value. Investments in underlying funds are valued at their closing NAV.

Certain mutual funds and collective funds are valued using NAV of shares held as of December 31, 2012 and 2011. The NAV is a quoted transactional price for participants in the fund. The NAV is computed by dividing net assets by the total number of shares outstanding. In relation to these investments, there are no unfunded commitments and shares can be redeemed with minimal restrictions and can do so daily. Events that may lead to a restriction to transact with the funds are not considered probable. There have been no changes in the valuation methodologies used at December 31, 2012 and 2011.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 7 FAIR VALUE MEASUREMENTS (CONTINUED)

The following table presents information as of December 31, 2012 and 2011 about the Plan's financial assets that are measured at fair value on a recurring basis:

	Level 1	Level 2	Level 3	Total
<u>December 31, 2012</u>				
Assets:				
Mutual funds:				
Index funds	\$ 40,633,277	\$ -	\$ -	\$ 40,633,277
Growth funds	18,604,588	-	-	18,604,588
International fund	15,018,230	-	-	15,018,230
Value funds	14,654,902	-	-	14,654,902
Fixed income fund	13,389,261	-	-	13,389,261
Balanced funds	11,178,217	-	-	11,178,217
Stable value fund	-	26,511,302	-	26,511,302
Total assets at fair value	<u>\$ 113,478,475</u>	<u>\$ 26,511,302</u>	<u>\$ -</u>	<u>\$ 139,989,777</u>
<u>December 31, 2011</u>				
Assets:				
Mutual funds:				
Index funds	\$ 38,726,257	\$ -	\$ -	\$ 38,726,257
Growth funds	15,641,799	-	-	15,641,799
International fund	13,467,079	-	-	13,467,079
Value funds	13,315,468	-	-	13,315,468
Fixed income fund	11,559,147	-	-	11,559,147
Balanced fund	9,649,261	-	-	9,649,261
Stable value fund	-	26,692,231	-	26,692,231
Total assets at fair value	<u>\$ 102,359,011</u>	<u>\$ 26,692,231</u>	<u>\$ -</u>	<u>\$ 129,051,242</u>

The stable value fund's primary objective is to protect principal and provide the fund with liquidity to accommodate participant withdrawals and investment transfers in a timely fashion. Once these objectives are met, the focus of the fund is to select the best security values available to provide participants with competitive returns. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The trustee of the stable value fund has the ability to require a 12-month redemption notice.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 8 INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Wells Fargo Stable Value Fund (at contract value)	\$ 25,764,142	\$ 26,015,820
Vanguard Institutional Index Fund	31,596,770	30,123,440
Dodge & Cox International Stock Fund	15,018,230	13,467,079
Dodge & Cox Income Fund	13,389,261	11,559,147
Harbor Capital Appreciation Fund	10,351,370	8,378,834
Dodge & Cox Balanced Fund	10,053,565	9,649,261
Vanguard Extended Market Index Fund	9,036,507	8,602,817

During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) appreciated in (depreciated) value by \$14,749,638 and \$(3,635,829), respectively, as follows:

	<u>2012</u>	<u>2011</u>
Mutual funds	\$ 14,271,600	\$ (4,216,881)
Collective fund	478,038	581,052
Total	<u>\$ 14,749,638</u>	<u>\$ (3,635,829)</u>

NOTE 9 PARTY-IN-INTEREST TRANSACTIONS

The investments are managed by Wells Fargo Bank, N.A., the trustee; therefore, all investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for administrative services amounted to \$163,462 and \$177,762 for the years ended December 31, 2012 and 2011, respectively.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 140,416,390	\$ 129,789,830
Less: Deemed loan activity	-	(2,003)
Net assets available for benefits per the Form 5500	<u>\$ 140,416,390</u>	<u>\$ 129,787,827</u>

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2012:

	2012
Benefit Payments per the Financial Statements	(15,036,231)
Less: Deemed Loan Activity at December 31, 2011	(2,003)
Benefit Payments per the Form 5500	<u>\$ (15,038,234)</u>

NOTE 11 NET TRANSFERS (TO) FROM AFFILIATED PLANS

The Plan allows for the transfer of assets between all plans administered by Carlson Holdings, Inc. and its subsidiaries (the Companies). Participant accounts of employees that transfer their employment between the Companies are transferred between the respective plans.

NOTE 12 SUBSEQUENT EVENTS

Management of the Company has analyzed the potential for subsequent events through June 26, 2013, which is the date the financial statements were available to be issued. No significant subsequent events requiring disclosure or adjustment to the financial statements were found.

CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
E.I.N. 41-0280030 PLAN NO. 003
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost **	Current Value
		Collective Fund:		
*	Wells Fargo Bank, N.A.	Stable Value Fund (at contract value)		\$ 25,764,142
		Mutual Funds:		
	Vanguard	Vanguard Institutional Index Fund		31,596,770
	Dodge & Cox	Dodge & Cox International Stock Fund		15,018,230
	Dodge & Cox	Dodge & Cox Income Fund		13,389,261
	Harbor Capital	Harbor Capital Appreciation Fund		10,351,370
	Dodge & Cox	Dodge & Cox Balanced Fund		10,053,565
	Vanguard	Vanguard Extended Market Index Fund		9,036,507
	Invesco	Comstock - IS		5,589,760
	Prudential	Jennison Small Company		5,014,589
	American Beacon Advisors, Inc.	American Beacon Small Cap Value Fund		4,544,187
	Goldman Sachs	Goldman Sachs Mid-Cap Value Fund		4,019,537
	Managers	Managers AMG Times Square Mid-Cap Growth Fund		3,238,629
	Pimco	Pimco All Asset FD CL-I		1,124,652
	Cohen & Steers	Cohen & Steers Instl Rlty		501,418
		Participant Loans:		
*	Participants	4.25%-9.25% Interest	-	1,203,772
				<u>\$ 140,446,389</u>

* Indicates party-in-interest

**Cost omitted for participant-directed accounts

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION AND
INDEPENDENT AUDITORS' REPORT**

**AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011**

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

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INDEPENDENT AUDITORS' REPORT

Plan administrator
Carlson Employees' Savings and Investment Plan
Minnetonka, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Carlson Employees' Savings and Investment 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

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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of 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

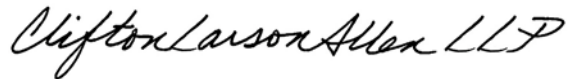
Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

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

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 schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

Minneapolis, Minnesota
June 26, 2013

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS (at fair value)		
Mutual funds	\$ 113,478,475	\$ 102,359,011
Collective fund	<u>26,511,302</u>	<u>26,692,231</u>
Total investments	139,989,777	129,051,242
RECEIVABLES		
Employee deferral	24,899	197,722
Employer matching	11,783	83,484
Notes receivable from participants	<u>1,203,772</u>	<u>1,199,148</u>
Total receivables	<u>1,240,454</u>	<u>1,480,354</u>
 Total assets	 141,230,231	 130,531,596
LIABILITIES		
ACCOUNTS PAYABLE		
Administrative fees and other	<u>66,681</u>	<u>65,355</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	141,163,550	130,466,241
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(747,160)</u>	<u>(676,411)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 140,416,390</u></u>	<u><u>\$ 129,789,830</u></u>

See accompanying Notes to Financial Statements.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
INVESTMENT INCOME (LOSS)		
Net appreciation (depreciation) in fair value of investments	\$ 14,749,638	\$ (3,635,829)
Dividends	2,168,450	1,914,433
Other income	2,851	6,149
Total investment income (loss)	<u>16,920,939</u>	<u>(1,715,247)</u>
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	54,855	51,735
CONTRIBUTIONS		
Employee 401(k) deferral	6,009,856	5,719,434
Employer matching	2,529,895	2,324,917
Rollover	101,665	291,412
Total contributions	<u>8,641,416</u>	<u>8,335,763</u>
EXPENSES		
Benefits paid to participants	(15,036,231)	(13,868,518)
Administrative expenses and other	(218,632)	(251,456)
Total expenses	<u>(15,254,863)</u>	<u>(14,119,974)</u>
NET INCREASE (DECREASE) PRIOR TO TRANSFERS	10,362,347	(7,447,723)
NET TRANSFERS FROM AFFILIATED PLANS	<u>264,213</u>	<u>731,032</u>
NET INCREASE (DECREASE) AFTER TRANSFERS	10,626,560	(6,716,691)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>129,789,830</u>	<u>136,506,521</u>
End of year	<u><u>\$ 140,416,390</u></u>	<u><u>\$ 129,789,830</u></u>

See accompanying Notes to Financial Statements.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN

The following description of Carlson Employees' Savings and Investment Plan (the Plan) provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was established July 1, 1986 and most recently amended and restated effective January 1, 2011. The Plan covers all employees of Carlson Holdings, Inc. and participating Employers (the Company), except those covered by a collective bargaining agreement (unless such agreement expressly so provides), non-resident aliens not receiving U.S. source income, independent contractors, and hourly paid non-exempt hotel property employees of participating Employers in the Carlson Hotels Employees' Savings and Investment Plan (Hotels Plan). Employees must have attained age 21 and completed 60 days of employment in order to be eligible. Service previously recognized under the Hotels Plan, the Carlson Wagonlit Plan or any 401(k) plan sponsored by the Company or an Affiliate will be included in a participant's service under this Plan, provided the individual's service was as a "qualified employee" as defined under said plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

Upon completion of the eligibility requirements, participants are automatically enrolled in the Plan using a contribution percentage equal to 3 percent of the employees' respective certified earnings, as defined by the Plan. Participants have the ability to change their deferral percentage by contacting the Plan administrator.

Each year, participants may contribute a percentage of pre-tax annual compensation, as defined by the Plan. The percentage contributed is limited to 50 percent for non-highly compensated employees and 9 percent for highly compensated employees. The Company may elect to make a matching contribution at the discretion of the Company's Board of Directors. The Company matches 60 percent of deferrals up to 6 percent of compensation. A participant must complete 12 consecutive months of employment to receive a Company matching contribution. The Company also makes a basic contribution to participants who were participants of the Employees' Retirement Plan of Carlson, Inc. on December 31, 1987, were not officer-employees of the Company, and did not receive certified wages exceeding \$66,000 in the Plan year. For each year of vesting service, the participant had as of December 31, 1987, the participant receives a contribution equal to 1 percent up to 10 percent.

The Plan allows participants age 50 and older to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans and certain IRAs. Contributions are subject to certain limitations.

Participants direct the investment of contributions into various investment options offered by the Plan.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, the Company's basic contribution, an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. Administrative expenses are allocated based on a flat dollar amount or based on active participant counts. Income is allocated daily based on the shares in the participant's account. 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 contributions plus actual earnings thereon. Vesting in the Company's contributions, plus actual earnings thereon, is based on years of continuous service. A participant vests at a rate of 25 percent after two years of service and is 100 percent vested after five years of credited service. A participant earns a year of vesting service for each calendar year in which they complete 1,000 or more hours of service. A participant is fully vested upon reaching normal retirement age, death, or permanent disability.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Note terms range from 6 months to 5 years or up to 30 years for the purchase of a primary residence. The notes are secured by the vested balance in the participant's account and bear interest at a fixed rate which is equal to 1 percent over the prime rate as of the first business day of each calendar quarter. Principal and interest is paid ratably through payroll deductions. At December 31, 2012 and 2011, interest rates on outstanding notes ranged from 4.25 percent to 9.25 percent.

Payment of Benefits

Upon termination of employment, death, disability or retirement (age 65), participants may receive the value of the vested interest in his or her account in the form of a lump sum distribution or through installment payments. Any pension source accounts will be payable in the form of an annuity. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent. The Plan allows for in-service distributions, hardship withdrawals, withdrawals of rollover contributions, and early retirement distributions at the age of 59½, subject to limitations, as defined by the Plan.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

Forfeited non-vested accounts are first used to re-instate participants accounts as directed by the Committee, next used to pay Plan expenses and finally used to reduce future Company matching contributions. Forfeited non-vested accounts as of December 31, 2012 and 2011 totaled \$172,061 and \$97,813, respectively. Forfeitures used to reduce matching contributions for the years ended December 31, 2012 and 2011 were \$-0- and \$77,743, respectively. Administrative expenses paid by forfeitures were \$29,578 and \$48,981 during 2012 and 2011, respectively.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Expenses

Administrative expenses paid by the Plan include trustee, investment advisory, recordkeeping, audit and legal expenses.

Investment Valuation and Income Recognition

The Plan's investments are stated 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. The fair value of mutual funds is determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds are valued at the net asset value. Units held in the collective funds are valued based on the market prices of the underlying investments in the funds at year-end.

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

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

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.

Investment Contracts

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 statements of changes in net assets available for benefits are prepared on a contract value basis.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

NOTE 3 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 4 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 percent vested in their accounts.

**CARLSON EMPLOYEES'
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NOTES TO FINANCIAL STATEMENTS
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NOTE 5 PLAN TAX STATUS

The Plan has received a favorable determination letter from the Internal Revenue Service (IRS) dated May 7, 2012 indicating that the Plan is qualified under Section 401(k) of the Internal Revenue Code (IRC) and the trust established under the Plan is tax-exempt under present income tax law.

U.S. GAAP requires 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 IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 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 audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 6 CERTIFICATION OF INVESTMENT INFORMATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified the completeness and accuracy of the notes receivable from participants and investment information (except for the adjustment from fair value to contract value) presented in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the supplemental schedule of assets (held at end of year) as of December 31, 2012.

NOTE 7 FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs.

CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE 7 FAIR VALUE MEASUREMENTS (CONTINUED)

These two types of inputs create the following fair value hierarchy:

Level 1 — Quoted prices for identical instruments in an active market.

Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 — Significant inputs to the valuation model are unobservable.

The asset 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 following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at net asset value (NAV) of shares held by the Plan at year-end.

Collective fund: Valued at the quoted market prices of the underlying investments in the fund. Underlying securities for which quotations are readily available are valued at the quoted market price based on the closing price reported on the active market on which the individual securities are traded. Underlying securities for which quotations are not readily available are valued at original costs plus accrued interest or amortized cost, which approximates fair value. Investments in underlying funds are valued at their closing NAV.

Certain mutual funds and collective funds are valued using NAV of shares held as of December 31, 2012 and 2011. The NAV is a quoted transactional price for participants in the fund. The NAV is computed by dividing net assets by the total number of shares outstanding. In relation to these investments, there are no unfunded commitments and shares can be redeemed with minimal restrictions and can do so daily. Events that may lead to a restriction to transact with the funds are not considered probable. There have been no changes in the valuation methodologies used at December 31, 2012 and 2011.

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SAVINGS AND INVESTMENT PLAN
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NOTE 7 FAIR VALUE MEASUREMENTS (CONTINUED)

The following table presents information as of December 31, 2012 and 2011 about the Plan's financial assets that are measured at fair value on a recurring basis:

	Level 1	Level 2	Level 3	Total
<u>December 31, 2012</u>				
Assets:				
Mutual funds:				
Index funds	\$ 40,633,277	\$ -	\$ -	\$ 40,633,277
Growth funds	18,604,588	-	-	18,604,588
International fund	15,018,230	-	-	15,018,230
Value funds	14,654,902	-	-	14,654,902
Fixed income fund	13,389,261	-	-	13,389,261
Balanced funds	11,178,217	-	-	11,178,217
Stable value fund	-	26,511,302	-	26,511,302
Total assets at fair value	<u>\$ 113,478,475</u>	<u>\$ 26,511,302</u>	<u>\$ -</u>	<u>\$ 139,989,777</u>
<u>December 31, 2011</u>				
Assets:				
Mutual funds:				
Index funds	\$ 38,726,257	\$ -	\$ -	\$ 38,726,257
Growth funds	15,641,799	-	-	15,641,799
International fund	13,467,079	-	-	13,467,079
Value funds	13,315,468	-	-	13,315,468
Fixed income fund	11,559,147	-	-	11,559,147
Balanced fund	9,649,261	-	-	9,649,261
Stable value fund	-	26,692,231	-	26,692,231
Total assets at fair value	<u>\$ 102,359,011</u>	<u>\$ 26,692,231</u>	<u>\$ -</u>	<u>\$ 129,051,242</u>

The stable value fund's primary objective is to protect principal and provide the fund with liquidity to accommodate participant withdrawals and investment transfers in a timely fashion. Once these objectives are met, the focus of the fund is to select the best security values available to provide participants with competitive returns. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The trustee of the stable value fund has the ability to require a 12-month redemption notice.

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 8 INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Wells Fargo Stable Value Fund (at contract value)	\$ 25,764,142	\$ 26,015,820
Vanguard Institutional Index Fund	31,596,770	30,123,440
Dodge & Cox International Stock Fund	15,018,230	13,467,079
Dodge & Cox Income Fund	13,389,261	11,559,147
Harbor Capital Appreciation Fund	10,351,370	8,378,834
Dodge & Cox Balanced Fund	10,053,565	9,649,261
Vanguard Extended Market Index Fund	9,036,507	8,602,817

During 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) appreciated in (depreciated) value by \$14,749,638 and \$(3,635,829), respectively, as follows:

	<u>2012</u>	<u>2011</u>
Mutual funds	\$ 14,271,600	\$ (4,216,881)
Collective fund	478,038	581,052
Total	<u>\$ 14,749,638</u>	<u>\$ (3,635,829)</u>

NOTE 9 PARTY-IN-INTEREST TRANSACTIONS

The investments are managed by Wells Fargo Bank, N.A., the trustee; therefore, all investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for administrative services amounted to \$163,462 and \$177,762 for the years ended December 31, 2012 and 2011, respectively.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 140,416,390	\$ 129,789,830
Less: Deemed loan activity	-	(2,003)
Net assets available for benefits per the Form 5500	<u>\$ 140,416,390</u>	<u>\$ 129,787,827</u>

**CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2012:

	2012
Benefit Payments per the Financial Statements	(15,036,231)
Less: Deemed Loan Activity at December 31, 2011	(2,003)
Benefit Payments per the Form 5500	<u>\$ (15,038,234)</u>

NOTE 11 NET TRANSFERS (TO) FROM AFFILIATED PLANS

The Plan allows for the transfer of assets between all plans administered by Carlson Holdings, Inc. and its subsidiaries (the Companies). Participant accounts of employees that transfer their employment between the Companies are transferred between the respective plans.

NOTE 12 SUBSEQUENT EVENTS

Management of the Company has analyzed the potential for subsequent events through June 26, 2013, which is the date the financial statements were available to be issued. No significant subsequent events requiring disclosure or adjustment to the financial statements were found.

CARLSON EMPLOYEES'
SAVINGS AND INVESTMENT PLAN
E.I.N. 41-0280030 PLAN NO. 003
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost **	Current Value
		Collective Fund:		
*	Wells Fargo Bank, N.A.	Stable Value Fund (at contract value)		\$ 25,764,142
		Mutual Funds:		
	Vanguard	Vanguard Institutional Index Fund		31,596,770
	Dodge & Cox	Dodge & Cox International Stock Fund		15,018,230
	Dodge & Cox	Dodge & Cox Income Fund		13,389,261
	Harbor Capital	Harbor Capital Appreciation Fund		10,351,370
	Dodge & Cox	Dodge & Cox Balanced Fund		10,053,565
	Vanguard	Vanguard Extended Market Index Fund		9,036,507
	Invesco	Comstock - IS		5,589,760
	Prudential	Jennison Small Company		5,014,589
	American Beacon Advisors, Inc.	American Beacon Small Cap Value Fund		4,544,187
	Goldman Sachs	Goldman Sachs Mid-Cap Value Fund		4,019,537
	Managers	Managers AMG Times Square Mid-Cap Growth Fund		3,238,629
	Pimco	Pimco All Asset FD CL-I		1,124,652
	Cohen & Steers	Cohen & Steers Instl Rlty		501,418
		Participant Loans:		
*	Participants	4.25%-9.25% Interest	-	1,203,772
				<u>\$ 140,446,389</u>

* Indicates party-in-interest

**Cost omitted for participant-directed accounts