Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
EAST WEST RESORTS, LLC 401(K) SAVINGS & RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1990

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

EAST WEST RESORTS, LLC

PO BOX 9550
AVON, CO 81620

2b Employer Identification Number (EIN)
20-1942537

2c Sponsor's telephone number
970-790-3102

2d Business code (see instructions)
531310

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.	09/18/2013	COLLEEN WEISS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/18/2013	COLLEEN WEISS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	939
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**	588
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	156
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	744
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	744
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	527
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	89
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 3B 3D 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

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
EAST WEST RESORTS, LLC 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EAST WEST RESORTS, LLC

D Employer Identification Number (EIN)
20-1942537

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

1 Coverage Information:

(a) Name of insurance carrier

TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
39-0989781	86231	512050-000	527	01/01/2012	12/31/2012

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	0
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ STABLE VALUE

b	Balance at the end of the previous year			7b	1338284
c	Additions: (1) Contributions deposited during the year	7c(1)	108661		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	13775		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	58723		
	▶ LOAN REPAYMENT 14500.96 MISC DEPOSIT 15228.18 TRANS INTO STABLE VALUE 28993.82				
	(6) Total additions			7c(6)	181159
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	1519443
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	76647		
	(2) Administration charge made by carrier	7e(2)	12593		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	135345		
	▶ LOAN REQUEST 16134.23 TRANS OUT OF STABLE VALUE 119210.66				
	(5) Total deductions			7e(5)	224585
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1294858

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
EAST WEST RESORTS, LLC 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EAST WEST RESORTS, LLC

D Employer Identification Number (EIN)
20-1942537

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

TRANSAMERICA RETIREMENT SOLUTIONS

13-3689044

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

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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)

TRANSAMERICA RETIREMENT SOLUTIONS

13-3689044

(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 52 62 64 67	RECORDKEEPER	22093	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

SAGEVIEW ADVISORY GRP FINANCIAL

33-0818667

(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	INV ADVISORY	16708	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

a Name: EHRHARDT KEEFE STEINER & HOTTMAN PC

b EIN: 84-0869721

c Position: AUDITOR

d Address: 7979 E. TUFTS AVE, SUITE 400
DENVER, CO 80237

e Telephone: 303-846-1308

Explanation: EFFECTIVE 1/1/13 THE PLAN'S ACCOUNTING FIRM CHANGED THEIR NAME, EIN AND ENTITY STRUCTURE. NO OTHER CHANGES WERE MADE WITHIN THE FIRM. THE FIRM IS STILL ENGAGED BY THE PLAN.

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
EAST WEST RESORTS, LLC 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EAST WEST RESORTS, LLC

D Employer Identification Number (EIN)
20-1942537

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)	4769	4847
(2) Participant contributions	1b(2)	24513	23750
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1483	5349
(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)	272101	299461
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5964927	7518966
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1336800	1289618
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7604593	9141991
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		9354
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	9354
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7604593	9132637

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	175910	
(B) Participants	2a(1)(B)	930048	
(C) Others (including rollovers)	2a(1)(C)	28277	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1134235
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
(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)	10078	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10080
(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)	128569	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		128569
(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)		
(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)		831915
c Other income	2c		34351
d Total income. Add all **income** amounts in column (b) and enter total	2d		2139150
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	539588	
(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)		539588
f Corrective distributions (see instructions)	2f		9354
g Certain deemed distributions of participant loans (see instructions)	2g		2931
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	12005	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	47228	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		59233
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		611106
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1528044
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EKS&H LLLP **(2)** EIN: 46-1497033

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
EAST WEST RESORTS, LLC 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EAST WEST RESORTS, LLC

D Employer Identification Number (EIN)
20-1942537

Part I Distributions

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

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

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

EIN(s): 42-6362604

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

EAST WEST RESORTS, LLC 401(K) SAVINGS AND RETIREMENT PLAN

Financial Statements
and
Independent Auditors' Report
December 31, 2012 and 2011

EKS&H
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EAST WEST RESORTS, LLC 401(K) SAVINGS AND RETIREMENT PLAN

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EKS&H
AUDIT | TAX | CONSULTING

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
East West Resorts, LLC 401(k) Savings and Retirement Plan
Avon, Colorado

REPORT ON FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of East West Resorts, LLC 401(k) Savings and Retirement Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal 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 audits 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 2, which was certified by Transamerica Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodian 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 MATTERS

The supplemental schedule as of the year ended December 31, 2012, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH THE DEPARTMENT OF LABOR'S 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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

EKS&H LLLP

EKS&H LLLP

September 4, 2013
Boulder, Colorado

EAST WEST RESORTS, LLC 401(K) SAVINGS AND RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets		
Investments, at fair value		
Interest-bearing cash	$ 5,349	$ 1,483
Mutual funds	7,518,966	5,964,927
Investment contract with insurance company	1,289,618	1,336,800
Total investments, at fair value	8,813,933	7,303,210
Receivables		
Participant contributions	23,750	24,513
Employer contributions	4,847	4,769
Participant notes	299,461	272,101
Total receivables	328,058	301,383
Total assets	9,141,991	7,604,593
Liabilities and Net Assets		
Excess contributions payable	9,354	-
Net assets available for benefits	$ 9,132,637	$ 7,604,593

See notes to financial statements.

EAST WEST RESORTS, LLC 401(K) SAVINGS AND RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Investment income	
Net appreciation in fair value of assets	$ 866,266
Interest and dividend income	138,649
Total investment income	1,004,915
Contributions	
Participant	920,694
Employer	175,910
Rollover	28,277
Total contributions	1,124,881
Deductions from net assets	
Benefits paid to participants	(542,519)
Administrative and professional fees	(59,233)
Total deductions	(601,752)
Net increase	1,528,044
Net assets available for benefits	
Beginning of year	7,604,593
End of year	$ 9,132,637

See notes to financial statements.

Note 1 - Description of the Plan and Significant Accounting Policies

The following description of East West Resorts, LLC 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established January 1, 1990, restated effective January 1, 2011. The Plan is available to employees age 18 years or older. Eligible employees may enter the Plan January 1, April 1, July 1, or October 1. Eligible employees from any companies that are acquired by East West Resorts, LLC (the "Company") may enter the Plan on the day of acquisition or the first day of the quarter after an employee has satisfied eligibility requirements. In order to maintain eligibility and to receive a year of credited service for vesting purposes, employees must complete at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Officers of the Company serve as trustees and administer the Plan. Reliance Trust Company has been appointed the Plan custodian but has entered into an agency agreement with Transamerica Life Insurance Company and Transamerica Retirement Services ("Transamerica"), whereby Transamerica serves as custodian, manages Plan assets, and maintains the Plan's records. Transamerica offers Plan participants a variety of investment options through an investment contract and various mutual funds. Individual accounts are invested in the various investment options at the direction of the participants.

Contributions

Annual participant contributions are limited by the Internal Revenue Service ("IRS") to a maximum contribution, as adjusted annually by the Secretary of the Treasury for inflation. The Plan also permits rollover contributions from other qualified retirement plans. Additional catch-up contributions are available to any participant who is age 50 or older and has made the maximum contributions for the year. Participant contributions to the Plan are made through regular payroll deductions. Participants may change their elective deferral contributions on the first day of each quarter. All newly eligible participants are automatically enrolled to participate in the Plan at a deferral rate equal to 2% of compensation as specified in the Plan document, unless they elect not to participate or have specified a deferral percentage as an elective contribution to the Plan.

Effective October 1, 2012, employees are eligible to contribute on an after-tax basis through payroll deductions up to 100% of eligible compensation as Roth 401(k) deductions. Provided requirements are met, withdrawals of contributions and any earnings are tax free.

The Company provides a discretionary match of 25% of up to 6% of compensation contributed to the Plan every payroll period. For the year ended December 31, 2012, the Company made discretionary matching contributions totaling $175,910.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Participants' Accounts

Each participant's account is credited or charged with the participant's contributions; an allocation of the Company's matching contribution, if applicable; Plan earnings or losses; and administrative expenses based upon account balances, as defined in the Plan document. The benefit to which a participant is entitled is the vested portion of the participant's account.

Vesting

Participants are 100% vested in their voluntary contributions and allocated earnings or losses thereon.

Any employer contributions and the earnings or losses thereon will vest as follows:

Years of Service	Vested Interest
Less than 1	0%
1	40%
2	70%
3 or more	100%

A participant's account becomes 100% vested upon death, total and permanent disability, attaining normal retirement age (the age of 60), or if the Plan is terminated. Additionally, any transfers received by the Plan from an outside plan as a result of acquisition are 100% vested and not subject to forfeiture at any time.

Participant Notes Receivable

Participants may borrow from their vested account balance a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Participants may have two notes outstanding at one time. The maximum note repayment period is five years, with the exception of notes for a principal residence, which may be repaid over a longer period as determined by the trustee. The notes are collateralized by the vested balance in the participant's account and bear interest at rates that range from 3.25% to 4.25% at December 31, 2012, which are established at the time of origination of the note as determined by the Plan administrator. Principal and interest is paid ratably through regular payroll deductions, with maturity dates through January 2019. Participant notes are recorded in the financial statements at an amortized cost plus accrued interest.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Payment of Benefits

Upon retirement, early retirement at age 50 and completion of three years of service, disability, death, or termination of employment, a participant may receive payment in the amount equal to the participant's vested account balance within a reasonable period of time after termination of employment. Benefit payments are made in the form of a lump-sum distribution if less than $5,000, which the participant may elect to receive as a cash distribution or roll it over to another qualified retirement plan or Individual Retirement Account ("IRA") or, if the participant makes no such election, the Plan may automatically distribute the balance to an IRA on their behalf. If a participant's vested account balance exceeds $5,000, such balance may remain invested in the Plan or benefits may be paid in the form of periodic partial payments, substantially equal installments, or a lump-sum payment as elected by the participant. Benefits are recorded as distributions to participants when paid.

Participants may also receive a lump-sum payment for financial hardship (as defined in the Plan document) in an amount not to exceed the amount necessary to satisfy the immediate need. In accordance with IRS regulations, participants receiving a hardship withdrawal will be suspended from making elective deferral contributions for a period of six months after receipt of the hardship withdrawal.

Participant Termination and Forfeitures

If at the time of termination of employment the participant is not 100% vested, the non-vested portion ("forfeitures") of the participant's account shall be placed in a separate account. Funds allocated to the Plan's forfeiture account shall be allocated to offset Plan sponsor expenses or future Company contributions. The Plan held unused forfeitures of $1,048 and $0 at December 31, 2012 and 2011, respectively. Forfeitures of $8,333 were used to reduce Company contributions during 2012.

Investment Valuation and Income Recognition

Plan investments are comprised of mutual funds and an investment contract with an insurance company. Plan investments are reported at fair value as reported to the Plan by the custodian. 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 Plan invests in investment contracts through stable value funds. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is a 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. No adjustment of the investment from fair value to contract value was required as contract value approximated the fair value as of December 31, 2012 and 2011.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

The net realized and unrealized investment gain or loss (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits and is determined as the difference between the fair value at the beginning of the year (or date of purchase if purchased during the year) and the fair value at the end of the year (or selling price if sold during the year). Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Fair Value Accounting

The Plan applies fair value accounting standards that establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Fair Value Accounting (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value measured on a recurring basis as of December 31, 2012 and 2011.

As of December 31, 2012:

Description	Level 1	Level 2	Level 3	Total
Interest-bearing cash	$ 5,349	$ -	$ -	$ 5,349
Mutual funds				
Hybrid	2,878,020	-	-	2,878,020
Large/mid-growth equity	1,278,845	-	-	1,278,845
Large/mid-blend equity	1,219,069	-	-	1,219,069
Large/mid-value equity	780,218	-	-	780,218
Small company equity	575,968	-	-	575,968
International equity	461,041	-	-	461,041
Bond	325,805	-	-	325,805
Total mutual funds	7,518,966	-	-	7,518,966
Investment contract with insurance company	-	1,289,618	-	1,289,618
Total	$ 7,524,315	$ 1,289,618	$ -	$ 8,813,933

As of December 31, 2011:

Description	Level 1	Level 2	Level 3	Total
Interest-bearing cash	$ 1,483	$ -	$ -	$ 1,483
Mutual funds				
Hybrid	1,393,862	-	-	1,393,862
Large/mid-blend equity	1,157,061	-	-	1,157,061
Large/mid-growth equity	1,153,837	-	-	1,153,837
Large/mid-value equity	933,422	-	-	933,422
Small company equity	603,985	-	-	603,985
International equity	399,391	-	-	399,391
Bond	323,369	-	-	323,369
Total mutual funds	5,964,927	-	-	5,964,927
Investment contract with insurance company	-	1,336,800	-	1,336,800
Total	$ 5,966,410	$ 1,336,800	$ -	$ 7,303,210

The valuation technique used to measure the fair value of mutual funds was based on quoted prices (unadjusted) in active markets for identical assets that the Plan has the ability to access at the measurement date (market approach).

Note 1 - Description of the Plan and Significant Accounting Policies (continued)

Fair Value Accounting (continued)

The valuation technique used to measure fair value of the investment contract with the insurance company reflects the amount the participants would receive if they were to withdraw or transfer funds within the Plan prior to their maturity.

There were no changes to the valuation techniques used during the years ended December 31, 2012 or 2011.

Basis of Accounting and Use of Estimates

The accompanying financial statements are prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investments. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of 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.

Additionally, some assets held by the Plan are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Administrative Expenses

The Company pays certain expenses for operating and maintaining the Plan, at no cost to the Plan.

Subsequent Events

The Company has evaluated all subsequent events through the auditors' report date, which is the date the financial statements were available for issuance.

Note 2 - Assets Certified by Custodian

Transamerica has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2012 and 2011, and the income earned or losses incurred on the investments for the year ended December 31, 2012, as reflected in the accompanying financial statements and supplemental schedule of assets (held at end of year), are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the information certified by the custodian except for comparing the information contained therein to information included in the financial statements and supplemental schedule of assets (held at end of year).

Included in investments at fair value that exceed 5% of net assets available for benefits were the following:

	December 31,			
	2012		2011	
Investment contract with insurance company				
Transamerica Stable Value Core Fund	$ 1,289,618		$ 1,336,800	
Mutual funds				
Vanguard LifeStrategy Moderate-Growth Fund	$ 1,002,203		$ 835,670	
Vanguard Total Stock Market Index Fund	$ 879,617		$ 852,665	
Fidelity Advisor New Insights Fund	$ 861,348		$ -	*
Janus Overseas Fund	$ 452,229	*	$ 399,391	
Transamerica Partners Mid-Value Fund	$ 444,991	*	$ 597,158	
American Funds Growth Fund of America	$ -	*	$ 816,764	

* Indicates investments less than 5% of the net assets available for benefits for the respective date, presented for comparison purposes only.

During the Plan year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	$ 852,491
Investment contract with insurance company	13,775
	$ 866,266

Note 3 - Investment Contract with Insurance Company

In 2012 and 2011, the Plan entered into a fully benefit-responsive investment contract with Transamerica. Such contributions are maintained in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value as reported to the Plan by Transamerica. Contract value approximates fair value as of December 31, 2012 and 2011. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield was approximately 1.07% and 1.70% for 2012 and 2011, respectively. The crediting interest rate was approximately 1.00% and 1.45% at December 31, 2012 and 2011, respectively, and is based on a formula agreed upon with the issuer. There is no guaranteed minimum or maximum interest rate under the contract.

Note 4 - Income Taxes

The Plan operates under a volume submitter plan document that obtained its last opinion letter on May 30, 2008, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the opinion letter; however, the Company believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC; therefore, no provision for income taxes has been included in these financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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 5 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan at any time subject to the provisions of ERISA. If the Plan is terminated for any reason, all participants become 100% vested, and the Plan administrator is to distribute each participant's interest to the participant or their beneficiary.

Note 6 - Party-In-Interest Transactions

Certain Plan investments are an interest-bearing cash account, mutual funds, an investment contract with an insurance company, and participant notes receivable managed by Transamerica. Transamerica is the asset custodian, as defined in the Plan document; therefore, these transactions qualify as party-in-interest. These transactions are exempt from the prohibited transaction regulations.

Note 7 - Excess Contributions Payable

Contributions received from participants for 2012 are net of payments of $9,354 made in 2013 to certain active participants to return excess deferral contributions as required to satisfy the relevant non-discrimination provisions of the Plan. Excess contributions are included in the accompanying statements of net assets available for benefits as excess contributions payable at December 31, 2012.

SUPPLEMENTAL SCHEDULE

EAST WEST RESORTS, LLC 401(K) SAVINGS AND RETIREMENT PLAN

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2012

Employer Identification Number - 20-1942537
Plan Number - 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par, or Maturity Value	(e) Current Value
*	Transamerica	Interest-bearing cash	$ 5,349
	Mutual funds		
	Vanguard	LifeStrategy Moderate-Growth Fund	1,002,203
	Vanguard	Total Stock Market Index Fund	879,617
	Fidelity	Advisor New Insights Fund	861,348
	Janus	Overseas Fund	452,229
*	Transamerica	Partners Mid-Value Fund	444,991
	Goldman Sachs	Growth Opportunities Fund	417,497
	Vanguard	Target Retirement 2035 Fund	372,445
	Vanguard	Target Retirement 2010 Fund	358,373
	Vanguard	Mid-Cap Value Index Fund	335,227
	PIMCO	Total Return Fund	325,805
	Vanguard	Small-Cap Growth Index Fund	322,540
	American Funds	Fundamental Investor Fund	309,804
	Vanguard	Target Retirement 2020 Fund	289,151
	Vanguard	Target Retirement 2040 Fund	261,360
	Vanguard	Target Retirement 2030 Fund	258,187
	Vanguard	Small-Cap Index Fund	253,428
	Vanguard	Target Retirement 2045 Fund	147,170
	Vanguard	Target Retirement 2050 Fund	86,925
	Vanguard	Target Retirement 2025 Fund	83,103
	Vanguard	Mid-Cap Index Fund	29,648
	Vanguard	LifeStrategy Growth Fund	10,157
	American Funds	Small-Cap World Fund	8,812
	Vanguard	Target Retirement 2015 Fund	3,890
	Vanguard	LifeStrategy Conservative Growth Fund	2,136
	Vanguard	Target Retirement 2055 Fund	1,903
	Vanguard	LifeStrategy Income Fund	1,017
	Total mutual funds		7,518,966
	Investment contract with insurance company		
*	Transamerica	Stable Value Core Fund with average interest rate of 1.07%.	1,289,618
*	Participant notes receivable	Interest rates of 3.25% to 4.25% with maturity dates through January 2019; collateralized by vested participant account balances.	299,461
			$ 9,113,394

* Party-in-interest

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name East West Resorts, LLC 401(k) Savings & Retirement Plan **EIN:** 20-1942537
Plan Sponsor's Name EAST WEST RESORTS, LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	TRANSAMERICA RETIREMENT SRVS CORP	PARTNERS MID VALUE MUTUAL FUND	0	444,991
	VANGUARD	TARGET RETIREMENT 2015 MUTUAL FUND	0	3,890
	VANGUARD	TARGET RETIREMENT 2025 MUTUAL FUND	0	83,103
	VANGUARD	TARGET RETIREMENT 2035 MUTUAL FUND	0	372,445
	VANGUARD	TARGET RETIREMENT 2045 MUTUAL FUND	0	147,170
	GOLDMAN SACHS	GROWTH OPPTY MUTUAL FUND	0	417,497
	PIMCO	TOTAL RETURN FUND MUTUAL FUND	0	325,805

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name East West Resorts, LLC 401(k) Savings & Retirement Plan **EIN:** 20-1942537
Plan Sponsor's Name EAST WEST RESORTS, LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERICAN FUNDS	FUNDAMENTAL INV MUTUAL FUND	0	309,804
	AMERICAN FUNDS	SMALLCAP WORLD MUTUAL FUND	0	8,812
	VANGUARD	TARGET RETIREMENT 2010 MUTUAL FUND	0	358,373
	VANGUARD	TARGET RETIREMENT 2020 MUTUAL FUND	0	289,151
	VANGUARD	TARGET RETIREMENT 2030 MUTUAL FUND	0	258,187
	VANGUARD	TARGET RETIREMENT 2040 MUTUAL FUND	0	261,360
	VANGUARD	TARGET RETIREMENT 2050 MUTUAL FUND	0	86,925

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name East West Resorts, LLC 401(k) Savings & Retirement Plan **EIN:** 20-1942537
Plan Sponsor's Name EAST WEST RESORTS, LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD	TOTAL STOCK MKT IDX MUTUAL FUND	0	879,617
	VANGUARD	MID CAP INDEX MUTUAL FUND	0	29,648
	VANGUARD	SMALL-CAP INDEX MUTUAL FUND	0	253,428
	VANGUARD	SMALL-CAP GROWTH IDX MUTUAL FUND	0	322,540
	JANUS	OVERSEAS MUTUAL FUND	0	452,229
*	TRANSAMERICA RETIREMENT SRVS CORP	STABLE VALUE CORE GENERAL ACCOUNT	0	1,289,618
	VANGUARD	LIFESTRATEGY CONSERV GROWTH MUTUAL FUND	0	2,137

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name East West Resorts, LLC 401(k) Savings & Retirement Plan **EIN:** 20-1942537
Plan Sponsor's Name EAST WEST RESORTS, LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD	LIFESTRATEGY GROWTH MUTUAL FUND	0	10,157
	VANGUARD	LIFESTRATEGY INCOME MUTUAL FUND	0	1,017
	VANGUARD	LIFESTRATEGY MOD GROWTH MUTUAL FUND	0	1,002,203
	VANGUARD	MID-CAP VALUE INDEX MUTUAL FUND	0	335,227
*	TRANSAMERICA RETIREMENT SRVS CORP	EXPENSE BUDGET ACCOUNT INTEREST BEARING ACCOUNT	0	5,349
*	PARTICIPANT PLAN LOANS	PARTICIPANT PLAN LOANS 8.5 TO 96 MONTHS INTEREST RANGE 3.25% - 4.25%	0	299,461
	FIDELITY	ADV NEW INSIGHTS MUTUAL FUND	0	861,348

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name East West Resorts, LLC 401(k) Savings & Retirement Plan **EIN:** 20-1942537
Plan Sponsor's Name EAST WEST RESORTS, LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD	TARGET RETIREMENT 2055 MUTUAL FUND	0	1,903