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
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 01/01/1976

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

OMNI HOTELS MANAGEMENT CORPORATION

420 DECKER DRIVE
SUITE 100
IRVING, TX 75062

2b Employer Identification Number (EIN) 02-0325957

2c Sponsor's telephone number 972-871-5600

2d Business code (see instructions) 721110

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.	09/24/2013	JULIE MA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	10914
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**	11254
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	794
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	12050
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	15
f	Total. Add lines **6d** and **6e**	**6f**	12065
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4692
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	79
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	[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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
02-0325957

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

GOLDMAN SACHS

13-5108880

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

JOHN HANCOCK

04-3483032

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

MAINSTAY

52-2206685

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

PIMCO FUNDS

95-2632339

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

SCOUT

43-1270132

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

THORNBURG

85-0301299

(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

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

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

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

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 63 64	SERVICE PROVIDER	52640	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

KPMG

13-5565207

(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	39000	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

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

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

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

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

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

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
02-0325957

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N35

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251296-001	C	16182403

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
02-0325957

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		181327
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	164837	83456
(2) Participant contributions	1b(2)	296140	211352
(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)	3494112	3826156
(9) Value of interest in common/collective trusts	1c(9)	15819437	16182403
(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)	58720870	70957647
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	78495396	91442341
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	4325	53211
k Total liabilities (add all amounts in lines 1g through1j)	1k	4325	53211
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	78491071	91389130

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)	3235261	
(B) Participants	2a(1)(B)	8449600	
(C) Others (including rollovers)	2a(1)(C)	1130617	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		12815478
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)	162719	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		162719
(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)	2396494	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2396494
(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)		264586
(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)		5144457
c Other income	2c		2255
d Total income. Add all **income** amounts in column (b) and enter total	2d		20785989
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7625328	
(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)		7625328
f Corrective distributions (see instructions)	2f		3634
g Certain deemed distributions of participant loans (see instructions)	2g		-5223
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)	264191	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		264191
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7887930
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		12898059
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: KPMG, LLP **(2)** EIN: 13-5565207

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		862316
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		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?	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
OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
OMNI HOTELS MANAGEMENT CORPORATION

D Employer Identification Number (EIN)
02-0325957

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): 41-6257133

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):

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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* All other Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Securities Act of 1974 have been omitted because they are not applicable.

KPMG LLP
Suite 3100
717 North Harwood Street
Dallas, TX 75201-6585

Independent Auditors' Report

The Participants and Plan Administrator
Omni Hotels 401(k) Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omni Hotels 401(k) Retirement Savings Plan (the Plan), which comprise 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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 5, 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 execute investment transactions. The plan administrator has obtained a certification from the trustee 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 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.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matter

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2012 and schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012 are 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 are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by 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.

KPMG LLP

September 23, 2013

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

Assets		2012	2011
Noninterest-bearing cash	$	181,327	—
Investments, at fair value:			
Registered investment companies		70,957,647	58,720,870
Common and collective trust fund		16,651,848	16,225,397
Total investments		87,609,495	74,946,267
Notes receivable from participants		3,826,156	3,494,112
Receivables:			
Employer contributions		83,456	164,837
Employee contributions		211,352	296,140
Total receivables		294,808	460,977
Total assets		91,911,786	78,901,356
Liabilities			
Excess contributions payable		53,211	4,325
Net assets available for benefits before adjustment		91,858,575	78,897,031
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(469,445)	(405,961)
Net assets available for benefits	$	91,389,130	78,491,070

See accompanying notes to financial statements.

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions to (deductions from) net assets attributed to:		
Investment income:		
Net appreciation in fair value of:		
Registered investment companies	$	5,144,457
Common and collective trust fund		264,586
Dividend income		2,396,494
Interest income		162,719
Other income		2,255
Total investment income		7,970,511
Contributions:		
Employer		3,235,261
Employee		8,449,600
Rollover		1,130,617
Total contributions		12,815,478
Deductions from net assets attributed to:		
Distributions to participants		7,623,738
Administrative expenses		264,191
Total deductions		7,887,929
Increase in net assets available for benefits		12,898,060
Net assets available for benefits, beginning of year		78,491,070
Net assets available for benefits, end of year	$	91,389,130

See accompanying notes to financial statements.

(1) Description of Plan

The following brief description of the Omni Hotels 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all employees and employees of certain hotels managed by Omni Hotels Management Corporation (the Company) who are at least 21 years of age, are nonunion, and are considered full-time associates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Company. The assets are governed by the Wells Fargo Bank, N.A. (Wells Fargo) Prototype Non-Standardized Profit Sharing Plan Agreement (the Prototype Document).

(b) Contributions

Participants may elect to contribute up to 100% of pretax annual compensation, as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution Plans. The Company matching contribution is 100% of the participant contributions of 1%, plus 50% of participant contributions from 2% to 5% for all employees who have completed at least one year of service. All contributions to the Plan are deposited into investments managed and held by Wells Fargo (the Trustee and record keeper) as directed by the participants.

(c) Vesting

Participants are 100% vested in all participant contributions plus actual earnings thereon at all times. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of service. After completion of one year of service, a participant is 20% vested and vests at the rate of 20% each year thereafter until the Company contribution is 100% vested at five years of service.

(d) Participant Accounts

Each participant is credited with the participant's contributions and Company contributions, and an allocation of Plan earnings or losses, and is charged with an allocation of administrative expenses if any. Allocations are based on account balances, as defined. All investments are directed by the participants into investment options offered by the Plan.

(e) Administrative Expenses

The Company pays for all plan related expenses except for certain expenses which are intrinsic to the value of the plan assets.

(f) Forfeitures

If a participant terminates employment with the Company prior to the full value of the Company contributions being vested, the participant's nonvested portion of the Company contributions and earnings thereon are forfeited. Under the Plan, forfeited amounts may be used to reduce future Company contributions to the Plan and Plan expenses. At December 31, 2012 and 2011, there were approximately $28,253 and $105,428 of unallocated forfeitures, respectively. During the plan year ended December 31, 2012 there were no forfeited amounts used to reduce Company contributions.

(g) Notes Receivable from Participant

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) 50% of the vested account balance or (2) $50,000, reduced by the highest outstanding loan balance in the prior twelve-month period. The repayment terms of notes receivable from participants may not exceed five years, except for loans used to acquire the participant's principal residence, in which case the loan term may not exceed 20 years. The loan interest rate, determined quarterly is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through monthly payroll deductions.

(h) 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, all participants will become 100% vested in their accounts.

(i) Benefit Payments

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account. Upon death, disability, or retirement, a participant will receive a lump-sum amount equal to 100% of the value in his or her account. Participants may also request a distribution from their accounts in the event of financial hardship, as defined by the plan, or upon attainment of age 59½.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of 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 Plan invests in investment contracts through a common and collective trust fund. The statements of net assets available for benefits present the fair value of the Plan's investments in the common and collective trust fund as well as the adjustment of the investment in the common and collective trust fund from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(b) Investments

Investments are stated at fair value as reported by the Trustee. 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 (an exit price). See note 2(g) for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(d) Excess contribution

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 excess contributions to the applicable participants prior to March 15, 2013.

(e) Distributions

Distributions are recorded when paid to participants or their beneficiaries.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires Plan administrators to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(Continued)

(g) Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are discussed below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 3,481,090	—	—	3,481,090
Target date asset allocations	38,972,184	—	—	38,972,184
Large cap growth	6,697,158	—	—	6,697,158
Large cap value	4,351,394	—	—	4,351,394
International equity	3,939,157	—	—	3,939,157
Fixed income	5,972,598		—	5,972,598
Small cap growth	5,448,098	—	—	5,448,098
Mid cap blend	2,095,968	—	—	2,095,968
Common and collective trust	—	16,651,848	—	16,651,848
Total investments measured at fair value	$ 70,957,647	16,651,848	—	87,609,495

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 2,927,581	—	—	2,927,581
Target date asset allocations	31,003,575	—	—	31,003,575
Large cap growth	6,060,071	—	—	6,060,071
Large cap value	3,292,746	—	—	3,292,746
International equity	1,812,522	—	—	1,812,522
Fixed income	4,647,314	—	—	4,647,314
Small cap growth	5,566,625	—	—	5,566,625
Mid cap blend	3,410,436	—	—	3,410,436
Common and collective trust	—	16,225,397	—	16,225,397
Total investments measured at fair value	$ 58,720,870	16,225,397	—	74,946,267

There were no transfers of fair value measurements between Level 1 and 2 during the year.

(Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. See also note 2(b) for more information.

(a) *Registered investment companies:* Valued at the closing price reported in the active market in which the individual securities are traded.

(b) *Common and collective trust:* Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 as of the reporting date.

(h) New Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update (ASU) 2013-3, in relation to the scope and applicability of a disclosure exemption that resulted from the issuance of Accounting Standards Update No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The amendment clarifies that the requirement to disclose "the level of the fair value hierarchy within which the fair value measurements are categorized in their entirety (Level 1, 2, or 3)" does not apply to nonpublic entities for items that are not measured at fair value in the statement of financial position, but for which fair value is disclosed.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are of two types: (i) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for annual periods beginning after December 15, 2011. The adoption of the provisions of this guidance did not have a material impact on the Plan's financial statements.

(3) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan administrator by a letter dated March 31, 2008 that the Prototype Document adopted by the Plan is designed in accordance with applicable requirements of the Internal Revenue Code (IRC) and that trusts created there under are exempt from federal income tax. Although the Plan has not obtained its own IRS determination letter, the Plan has been amended since adopting the Prototype Document, and management believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt as of December 31, 2012.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the 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 asset) or disclosure in the financial statements. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

(4) Investments

The Trustee holds the Plan's investments and executed all investment transactions for the year ended December 31, 2012. All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest income, and dividend income for the year ended December 31, 2012 was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

The following table sets forth investments that represent 5% or more of the Plan's net assets available for benefits at year-end.

	2012	2011	
Wells Fargo Small Cap Opportunities	$ 5,448,098	5,566,625	
Wells Fargo Collective Stable Return Fund	16,651,848	15,819,436	
Wells Fargo Advantage Capital Growth Fund	6,697,158	6,060,071	
PIMCO Total Return Fund	5,972,597	4,647,314	
Wells Fargo Dow Jones Target 2020	13,592,835	12,087,289	
Wells Fargo Dow Jones Target 2030	12,263,886	9,775,873	
Wells Fargo Dow Jones Target 2040	5,572,456	3,549,117	(a)

(a) This investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011. It is included for comparative purposes.

(5) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements, notes to financial statements, and supplemental schedules are complete and accurate:

- Investments and notes receivable from participants shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Investment information presented on notes 2(g) and 4.
- Interest and dividend income, and net appreciation in fair value of investments as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

(Continued)

- The schedule of assets (held at end of year) as of December 31, 2012, as shown on Schedule H, Line 4i.

The Plan's independent public accountants did not perform audit procedures with respect to this information, except for comparing such information to the related information included in the financial statements, notes to the financial statements, and supplemental schedules.

(6) Related-Party Transactions

Certain plan investments are managed by the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. The transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

(7) Risks and Uncertainties

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

Recent market conditions have resulted in a high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan which could impact the value of investments after the date of these financial statements. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(8) Reconciliation to Form 5500

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

Total assets per financial statements	$	91,911,786
Less adjustment from contract value to fair value for fully benefit-responsive investment contracts		(469,445)
Total assets per the Form 5500	$	91,442,341

(9) Nonexempt Transactions

During the year ended December 31, 2012, there were unintentional delays by the plan in submitting participants contributions to the trustee in the amount of $862,316

(10) Subsequent Events

The Plan has evaluated transactions and events through September 23, 2013, the date the financial statements were issued.

Schedule 1

OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

EIN:02-0325957

Form 5500 - Schedule H, Part IV, Line 4a, Schedule of Delinquent Participant Contributions

Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTD 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
Check here if late participant loan repayments are included ☐: $ 862,316	$ —	—	—	862,316

Schedule 2

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

EIN: 02 – 0325957

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

December 31, 2012

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Wells Fargo Collective Stable Return Fund	Collective trust fund	$ 16,651,848
*	Wells Fargo Advantage Index Fund	Registered investment company	3,481,090
*	Wells Fargo Advantage Capital Growth Fund	Registered investment company	6,697,158
*	Wells Fargo Small Cap Opportunities	Registered investment company	5,448,098
	Scout Mid Cap Fund	Registered investment company	2,095,968
	PIMCO Total Return Fund	Registered investment company	5,972,598
*	Wells Fargo Dow Jones Target 2010	Registered investment company	3,466,604
*	Wells Fargo Dow Jones Target 2020	Registered investment company	13,592,835
*	Wells Fargo Dow Jones Target 2030	Registered investment company	12,263,886
*	Wells Fargo Dow Jones Target 2040	Registered investment company	5,572,456
	Victory Special Value	Registered investment company	—
	Goldman Sachs Structured International Equity Fund	Registered investment company	3,939,157
*	Wells Fargo Dow Jones Target Today	Registered investment company	1,002,278
*	Wells Fargo Dow Jones Target 2050	Registered investment company	3,074,125
	Goldman Sachs Large Cap Value	Registered investment company	4,351,394
*	Notes receivable from participants	Participant loans with interest rates ranging from 4% to 10%	3,826,156
	Total		$ 91,435,651

* Represents party-in-interest

Investments are participant directed, thus cost information is not applicable

Information included in this schedule is based on a report certified as complete and accurate by the Plan's Trustee.

See accompanying independent auditors' report.

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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* All other Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Securities Act of 1974 have been omitted because they are not applicable.

KPMG LLP
Suite 3100
717 North Harwood Street
Dallas, TX 75201-6585

Independent Auditors' Report

The Participants and Plan Administrator
Omni Hotels 401(k) Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omni Hotels 401(k) Retirement Savings Plan (the Plan), which comprise 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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 5, 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 execute investment transactions. The plan administrator has obtained a certification from the trustee 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 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.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matter

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2012 and schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012 are 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 are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by 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.

KPMG LLP

September 23, 2013

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

Assets		2012	2011
Noninterest-bearing cash	$	181,327	—
Investments, at fair value:			
Registered investment companies		70,957,647	58,720,870
Common and collective trust fund		16,651,848	16,225,397
Total investments		87,609,495	74,946,267
Notes receivable from participants		3,826,156	3,494,112
Receivables:			
Employer contributions		83,456	164,837
Employee contributions		211,352	296,140
Total receivables		294,808	460,977
Total assets		91,911,786	78,901,356
Liabilities			
Excess contributions payable		53,211	4,325
Net assets available for benefits before adjustment		91,858,575	78,897,031
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(469,445)	(405,961)
Net assets available for benefits	$	91,389,130	78,491,070

See accompanying notes to financial statements.

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions to (deductions from) net assets attributed to:		
Investment income:		
Net appreciation in fair value of:		
Registered investment companies	$	5,144,457
Common and collective trust fund		264,586
Dividend income		2,396,494
Interest income		162,719
Other income		2,255
Total investment income		7,970,511
Contributions:		
Employer		3,235,261
Employee		8,449,600
Rollover		1,130,617
Total contributions		12,815,478
Deductions from net assets attributed to:		
Distributions to participants		7,623,738
Administrative expenses		264,191
Total deductions		7,887,929
Increase in net assets available for benefits		12,898,060
Net assets available for benefits, beginning of year		78,491,070
Net assets available for benefits, end of year	$	91,389,130

See accompanying notes to financial statements.

(1) Description of Plan

The following brief description of the Omni Hotels 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all employees and employees of certain hotels managed by Omni Hotels Management Corporation (the Company) who are at least 21 years of age, are nonunion, and are considered full-time associates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Company. The assets are governed by the Wells Fargo Bank, N.A. (Wells Fargo) Prototype Non-Standardized Profit Sharing Plan Agreement (the Prototype Document).

(b) Contributions

Participants may elect to contribute up to 100% of pretax annual compensation, as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution Plans. The Company matching contribution is 100% of the participant contributions of 1%, plus 50% of participant contributions from 2% to 5% for all employees who have completed at least one year of service. All contributions to the Plan are deposited into investments managed and held by Wells Fargo (the Trustee and record keeper) as directed by the participants.

(c) Vesting

Participants are 100% vested in all participant contributions plus actual earnings thereon at all times. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of service. After completion of one year of service, a participant is 20% vested and vests at the rate of 20% each year thereafter until the Company contribution is 100% vested at five years of service.

(d) Participant Accounts

Each participant is credited with the participant's contributions and Company contributions, and an allocation of Plan earnings or losses, and is charged with an allocation of administrative expenses if any. Allocations are based on account balances, as defined. All investments are directed by the participants into investment options offered by the Plan.

(e) Administrative Expenses

The Company pays for all plan related expenses except for certain expenses which are intrinsic to the value of the plan assets.

(f) Forfeitures

If a participant terminates employment with the Company prior to the full value of the Company contributions being vested, the participant's nonvested portion of the Company contributions and earnings thereon are forfeited. Under the Plan, forfeited amounts may be used to reduce future Company contributions to the Plan and Plan expenses. At December 31, 2012 and 2011, there were approximately $28,253 and $105,428 of unallocated forfeitures, respectively. During the plan year ended December 31, 2012 there were no forfeited amounts used to reduce Company contributions.

(g) Notes Receivable from Participant

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) 50% of the vested account balance or (2) $50,000, reduced by the highest outstanding loan balance in the prior twelve-month period. The repayment terms of notes receivable from participants may not exceed five years, except for loans used to acquire the participant's principal residence, in which case the loan term may not exceed 20 years. The loan interest rate, determined quarterly is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through monthly payroll deductions.

(h) 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, all participants will become 100% vested in their accounts.

(i) Benefit Payments

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account. Upon death, disability, or retirement, a participant will receive a lump-sum amount equal to 100% of the value in his or her account. Participants may also request a distribution from their accounts in the event of financial hardship, as defined by the plan, or upon attainment of age 59½.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of 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 Plan invests in investment contracts through a common and collective trust fund. The statements of net assets available for benefits present the fair value of the Plan's investments in the common and collective trust fund as well as the adjustment of the investment in the common and collective trust fund from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(b) Investments

Investments are stated at fair value as reported by the Trustee. 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 (an exit price). See note 2(g) for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(d) Excess contribution

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 excess contributions to the applicable participants prior to March 15, 2013.

(e) Distributions

Distributions are recorded when paid to participants or their beneficiaries.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires Plan administrators to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(Continued)

(g) Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are discussed below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 3,481,090	—	—	3,481,090
Target date asset allocations	38,972,184	—	—	38,972,184
Large cap growth	6,697,158	—	—	6,697,158
Large cap value	4,351,394	—	—	4,351,394
International equity	3,939,157	—	—	3,939,157
Fixed income	5,972,598		—	5,972,598
Small cap growth	5,448,098	—	—	5,448,098
Mid cap blend	2,095,968	—	—	2,095,968
Common and collective trust	—	16,651,848	—	16,651,848
Total investments measured at fair value	$ 70,957,647	16,651,848	—	87,609,495

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 2,927,581	—	—	2,927,581
Target date asset allocations	31,003,575	—	—	31,003,575
Large cap growth	6,060,071	—	—	6,060,071
Large cap value	3,292,746	—	—	3,292,746
International equity	1,812,522	—	—	1,812,522
Fixed income	4,647,314	—	—	4,647,314
Small cap growth	5,566,625	—	—	5,566,625
Mid cap blend	3,410,436	—	—	3,410,436
Common and collective trust	—	16,225,397	—	16,225,397
Total investments measured at fair value	$ 58,720,870	16,225,397	—	74,946,267

There were no transfers of fair value measurements between Level 1 and 2 during the year.

(Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. See also note 2(b) for more information.

(a) *Registered investment companies:* Valued at the closing price reported in the active market in which the individual securities are traded.

(b) *Common and collective trust:* Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 as of the reporting date.

(h) New Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update (ASU) 2013-3, in relation to the scope and applicability of a disclosure exemption that resulted from the issuance of Accounting Standards Update No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The amendment clarifies that the requirement to disclose "the level of the fair value hierarchy within which the fair value measurements are categorized in their entirety (Level 1, 2, or 3)" does not apply to nonpublic entities for items that are not measured at fair value in the statement of financial position, but for which fair value is disclosed.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are of two types: (i) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for annual periods beginning after December 15, 2011. The adoption of the provisions of this guidance did not have a material impact on the Plan's financial statements.

(3) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan administrator by a letter dated March 31, 2008 that the Prototype Document adopted by the Plan is designed in accordance with applicable requirements of the Internal Revenue Code (IRC) and that trusts created there under are exempt from federal income tax. Although the Plan has not obtained its own IRS determination letter, the Plan has been amended since adopting the Prototype Document, and management believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt as of December 31, 2012.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the 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 asset) or disclosure in the financial statements. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

(4) Investments

The Trustee holds the Plan's investments and executed all investment transactions for the year ended December 31, 2012. All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest income, and dividend income for the year ended December 31, 2012 was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

The following table sets forth investments that represent 5% or more of the Plan's net assets available for benefits at year-end.

	2012	2011	
Wells Fargo Small Cap Opportunities	$ 5,448,098	5,566,625	
Wells Fargo Collective Stable Return Fund	16,651,848	15,819,436	
Wells Fargo Advantage Capital Growth Fund	6,697,158	6,060,071	
PIMCO Total Return Fund	5,972,597	4,647,314	
Wells Fargo Dow Jones Target 2020	13,592,835	12,087,289	
Wells Fargo Dow Jones Target 2030	12,263,886	9,775,873	
Wells Fargo Dow Jones Target 2040	5,572,456	3,549,117	(a)

(a) This investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011. It is included for comparative purposes.

(5) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements, notes to financial statements, and supplemental schedules are complete and accurate:

- Investments and notes receivable from participants shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Investment information presented on notes 2(g) and 4.
- Interest and dividend income, and net appreciation in fair value of investments as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

(Continued)

- The schedule of assets (held at end of year) as of December 31, 2012, as shown on Schedule H, Line 4i.

The Plan's independent public accountants did not perform audit procedures with respect to this information, except for comparing such information to the related information included in the financial statements, notes to the financial statements, and supplemental schedules.

(6) Related-Party Transactions

Certain plan investments are managed by the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. The transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

(7) Risks and Uncertainties

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

Recent market conditions have resulted in a high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan which could impact the value of investments after the date of these financial statements. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(8) Reconciliation to Form 5500

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

Total assets per financial statements	$	91,911,786
Less adjustment from contract value to fair value for fully benefit-responsive investment contracts		(469,445)
Total assets per the Form 5500	$	91,442,341

(9) Nonexempt Transactions

During the year ended December 31, 2012, there were unintentional delays by the plan in submitting participants contributions to the trustee in the amount of $862,316

(10) Subsequent Events

The Plan has evaluated transactions and events through September 23, 2013, the date the financial statements were issued.

Schedule 1

OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

EIN:02-0325957

Form 5500 - Schedule H, Part IV, Line 4a, Schedule of Delinquent Participant Contributions

Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTD 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
Check here if late participant loan repayments are included ☐: $ 862,316	$ —	—	—	862,316

Schedule 2

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

EIN: 02 – 0325957

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

December 31, 2012

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Wells Fargo Collective Stable Return Fund	Collective trust fund	$ 16,651,848
*	Wells Fargo Advantage Index Fund	Registered investment company	3,481,090
*	Wells Fargo Advantage Capital Growth Fund	Registered investment company	6,697,158
*	Wells Fargo Small Cap Opportunities	Registered investment company	5,448,098
	Scout Mid Cap Fund	Registered investment company	2,095,968
	PIMCO Total Return Fund	Registered investment company	5,972,598
*	Wells Fargo Dow Jones Target 2010	Registered investment company	3,466,604
*	Wells Fargo Dow Jones Target 2020	Registered investment company	13,592,835
*	Wells Fargo Dow Jones Target 2030	Registered investment company	12,263,886
*	Wells Fargo Dow Jones Target 2040	Registered investment company	5,572,456
	Victory Special Value	Registered investment company	—
	Goldman Sachs Structured International Equity Fund	Registered investment company	3,939,157
*	Wells Fargo Dow Jones Target Today	Registered investment company	1,002,278
*	Wells Fargo Dow Jones Target 2050	Registered investment company	3,074,125
	Goldman Sachs Large Cap Value	Registered investment company	4,351,394
*	Notes receivable from participants	Participant loans with interest rates ranging from 4% to 10%	3,826,156
	Total		$ 91,435,651

* Represents party-in-interest

Investments are participant directed, thus cost information is not applicable

Information included in this schedule is based on a report certified as complete and accurate by the Plan's Trustee.

See accompanying independent auditors' report.

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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* All other Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Securities Act of 1974 have been omitted because they are not applicable.

KPMG LLP
Suite 3100
717 North Harwood Street
Dallas, TX 75201-6585

Independent Auditors' Report

The Participants and Plan Administrator
Omni Hotels 401(k) Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omni Hotels 401(k) Retirement Savings Plan (the Plan), which comprise 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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 5, 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 execute investment transactions. The plan administrator has obtained a certification from the trustee 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 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.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matter

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2012 and schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012 are 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 are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by 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.

KPMG LLP

September 23, 2013

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

Assets		2012	2011
Noninterest-bearing cash	$	181,327	—
Investments, at fair value:			
Registered investment companies		70,957,647	58,720,870
Common and collective trust fund		16,651,848	16,225,397
Total investments		87,609,495	74,946,267
Notes receivable from participants		3,826,156	3,494,112
Receivables:			
Employer contributions		83,456	164,837
Employee contributions		211,352	296,140
Total receivables		294,808	460,977
Total assets		91,911,786	78,901,356
Liabilities			
Excess contributions payable		53,211	4,325
Net assets available for benefits before adjustment		91,858,575	78,897,031
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(469,445)	(405,961)
Net assets available for benefits	$	91,389,130	78,491,070

See accompanying notes to financial statements.

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions to (deductions from) net assets attributed to:		
Investment income:		
Net appreciation in fair value of:		
Registered investment companies	$	5,144,457
Common and collective trust fund		264,586
Dividend income		2,396,494
Interest income		162,719
Other income		2,255
Total investment income		7,970,511
Contributions:		
Employer		3,235,261
Employee		8,449,600
Rollover		1,130,617
Total contributions		12,815,478
Deductions from net assets attributed to:		
Distributions to participants		7,623,738
Administrative expenses		264,191
Total deductions		7,887,929
Increase in net assets available for benefits		12,898,060
Net assets available for benefits, beginning of year		78,491,070
Net assets available for benefits, end of year	$	91,389,130

See accompanying notes to financial statements.

(1) Description of Plan

The following brief description of the Omni Hotels 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all employees and employees of certain hotels managed by Omni Hotels Management Corporation (the Company) who are at least 21 years of age, are nonunion, and are considered full-time associates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Company. The assets are governed by the Wells Fargo Bank, N.A. (Wells Fargo) Prototype Non-Standardized Profit Sharing Plan Agreement (the Prototype Document).

(b) Contributions

Participants may elect to contribute up to 100% of pretax annual compensation, as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution Plans. The Company matching contribution is 100% of the participant contributions of 1%, plus 50% of participant contributions from 2% to 5% for all employees who have completed at least one year of service. All contributions to the Plan are deposited into investments managed and held by Wells Fargo (the Trustee and record keeper) as directed by the participants.

(c) Vesting

Participants are 100% vested in all participant contributions plus actual earnings thereon at all times. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of service. After completion of one year of service, a participant is 20% vested and vests at the rate of 20% each year thereafter until the Company contribution is 100% vested at five years of service.

(d) Participant Accounts

Each participant is credited with the participant's contributions and Company contributions, and an allocation of Plan earnings or losses, and is charged with an allocation of administrative expenses if any. Allocations are based on account balances, as defined. All investments are directed by the participants into investment options offered by the Plan.

(e) Administrative Expenses

The Company pays for all plan related expenses except for certain expenses which are intrinsic to the value of the plan assets.

(f) Forfeitures

If a participant terminates employment with the Company prior to the full value of the Company contributions being vested, the participant's nonvested portion of the Company contributions and earnings thereon are forfeited. Under the Plan, forfeited amounts may be used to reduce future Company contributions to the Plan and Plan expenses. At December 31, 2012 and 2011, there were approximately $28,253 and $105,428 of unallocated forfeitures, respectively. During the plan year ended December 31, 2012 there were no forfeited amounts used to reduce Company contributions.

(g) Notes Receivable from Participant

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) 50% of the vested account balance or (2) $50,000, reduced by the highest outstanding loan balance in the prior twelve-month period. The repayment terms of notes receivable from participants may not exceed five years, except for loans used to acquire the participant's principal residence, in which case the loan term may not exceed 20 years. The loan interest rate, determined quarterly is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through monthly payroll deductions.

(h) 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, all participants will become 100% vested in their accounts.

(i) Benefit Payments

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account. Upon death, disability, or retirement, a participant will receive a lump-sum amount equal to 100% of the value in his or her account. Participants may also request a distribution from their accounts in the event of financial hardship, as defined by the plan, or upon attainment of age 59½.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of 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 Plan invests in investment contracts through a common and collective trust fund. The statements of net assets available for benefits present the fair value of the Plan's investments in the common and collective trust fund as well as the adjustment of the investment in the common and collective trust fund from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(b) Investments

Investments are stated at fair value as reported by the Trustee. 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 (an exit price). See note 2(g) for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(d) Excess contribution

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 excess contributions to the applicable participants prior to March 15, 2013.

(e) Distributions

Distributions are recorded when paid to participants or their beneficiaries.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires Plan administrators to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(Continued)

(g) Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are discussed below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 3,481,090	—	—	3,481,090
Target date asset allocations	38,972,184	—	—	38,972,184
Large cap growth	6,697,158	—	—	6,697,158
Large cap value	4,351,394	—	—	4,351,394
International equity	3,939,157	—	—	3,939,157
Fixed income	5,972,598		—	5,972,598
Small cap growth	5,448,098	—	—	5,448,098
Mid cap blend	2,095,968	—	—	2,095,968
Common and collective trust	—	16,651,848	—	16,651,848
Total investments measured at fair value	$ 70,957,647	16,651,848	—	87,609,495

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 2,927,581	—	—	2,927,581
Target date asset allocations	31,003,575	—	—	31,003,575
Large cap growth	6,060,071	—	—	6,060,071
Large cap value	3,292,746	—	—	3,292,746
International equity	1,812,522	—	—	1,812,522
Fixed income	4,647,314	—	—	4,647,314
Small cap growth	5,566,625	—	—	5,566,625
Mid cap blend	3,410,436	—	—	3,410,436
Common and collective trust	—	16,225,397	—	16,225,397
Total investments measured at fair value	$ 58,720,870	16,225,397	—	74,946,267

There were no transfers of fair value measurements between Level 1 and 2 during the year.

(Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. See also note 2(b) for more information.

(a) *Registered investment companies:* Valued at the closing price reported in the active market in which the individual securities are traded.

(b) *Common and collective trust:* Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 as of the reporting date.

(h) New Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update (ASU) 2013-3, in relation to the scope and applicability of a disclosure exemption that resulted from the issuance of Accounting Standards Update No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The amendment clarifies that the requirement to disclose "the level of the fair value hierarchy within which the fair value measurements are categorized in their entirety (Level 1, 2, or 3)" does not apply to nonpublic entities for items that are not measured at fair value in the statement of financial position, but for which fair value is disclosed.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are of two types: (i) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for annual periods beginning after December 15, 2011. The adoption of the provisions of this guidance did not have a material impact on the Plan's financial statements.

(3) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan administrator by a letter dated March 31, 2008 that the Prototype Document adopted by the Plan is designed in accordance with applicable requirements of the Internal Revenue Code (IRC) and that trusts created there under are exempt from federal income tax. Although the Plan has not obtained its own IRS determination letter, the Plan has been amended since adopting the Prototype Document, and management believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt as of December 31, 2012.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the 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 asset) or disclosure in the financial statements. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

(4) Investments

The Trustee holds the Plan's investments and executed all investment transactions for the year ended December 31, 2012. All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest income, and dividend income for the year ended December 31, 2012 was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

The following table sets forth investments that represent 5% or more of the Plan's net assets available for benefits at year-end.

	2012	2011	
Wells Fargo Small Cap Opportunities	$ 5,448,098	5,566,625	
Wells Fargo Collective Stable Return Fund	16,651,848	15,819,436	
Wells Fargo Advantage Capital Growth Fund	6,697,158	6,060,071	
PIMCO Total Return Fund	5,972,597	4,647,314	
Wells Fargo Dow Jones Target 2020	13,592,835	12,087,289	
Wells Fargo Dow Jones Target 2030	12,263,886	9,775,873	
Wells Fargo Dow Jones Target 2040	5,572,456	3,549,117	(a)

(a) This investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011. It is included for comparative purposes.

(5) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements, notes to financial statements, and supplemental schedules are complete and accurate:

- Investments and notes receivable from participants shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Investment information presented on notes 2(g) and 4.
- Interest and dividend income, and net appreciation in fair value of investments as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

(Continued)

- The schedule of assets (held at end of year) as of December 31, 2012, as shown on Schedule H, Line 4i.

The Plan's independent public accountants did not perform audit procedures with respect to this information, except for comparing such information to the related information included in the financial statements, notes to the financial statements, and supplemental schedules.

(6) Related-Party Transactions

Certain plan investments are managed by the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. The transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

(7) Risks and Uncertainties

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

Recent market conditions have resulted in a high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan which could impact the value of investments after the date of these financial statements. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(8) Reconciliation to Form 5500

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

Total assets per financial statements	$	91,911,786
Less adjustment from contract value to fair value for fully benefit-responsive investment contracts		(469,445)
Total assets per the Form 5500	$	91,442,341

(9) Nonexempt Transactions

During the year ended December 31, 2012, there were unintentional delays by the plan in submitting participants contributions to the trustee in the amount of $862,316

(10) Subsequent Events

The Plan has evaluated transactions and events through September 23, 2013, the date the financial statements were issued.

Schedule 1

OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

EIN:02-0325957

Form 5500 - Schedule H, Part IV, Line 4a, Schedule of Delinquent Participant Contributions

Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTD 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
Check here if late participant loan repayments are included ☐: $ 862,316	$ —	—	—	862,316

Schedule 2

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

EIN: 02 – 0325957

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

December 31, 2012

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Wells Fargo Collective Stable Return Fund	Collective trust fund	$ 16,651,848
*	Wells Fargo Advantage Index Fund	Registered investment company	3,481,090
*	Wells Fargo Advantage Capital Growth Fund	Registered investment company	6,697,158
*	Wells Fargo Small Cap Opportunities	Registered investment company	5,448,098
	Scout Mid Cap Fund	Registered investment company	2,095,968
	PIMCO Total Return Fund	Registered investment company	5,972,598
*	Wells Fargo Dow Jones Target 2010	Registered investment company	3,466,604
*	Wells Fargo Dow Jones Target 2020	Registered investment company	13,592,835
*	Wells Fargo Dow Jones Target 2030	Registered investment company	12,263,886
*	Wells Fargo Dow Jones Target 2040	Registered investment company	5,572,456
	Victory Special Value	Registered investment company	—
	Goldman Sachs Structured International Equity Fund	Registered investment company	3,939,157
*	Wells Fargo Dow Jones Target Today	Registered investment company	1,002,278
*	Wells Fargo Dow Jones Target 2050	Registered investment company	3,074,125
	Goldman Sachs Large Cap Value	Registered investment company	4,351,394
*	Notes receivable from participants	Participant loans with interest rates ranging from 4% to 10%	3,826,156
	Total		$ 91,435,651

* Represents party-in-interest

Investments are participant directed, thus cost information is not applicable

Information included in this schedule is based on a report certified as complete and accurate by the Plan's Trustee.

See accompanying independent auditors' report.

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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* All other Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Securities Act of 1974 have been omitted because they are not applicable.

KPMG LLP
Suite 3100
717 North Harwood Street
Dallas, TX 75201-6585

Independent Auditors' Report

The Participants and Plan Administrator
Omni Hotels 401(k) Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omni Hotels 401(k) Retirement Savings Plan (the Plan), which comprise 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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 5, 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 execute investment transactions. The plan administrator has obtained a certification from the trustee 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 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.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matter

The supplemental schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2012 and schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012 are 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 are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by 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.

KPMG LLP

September 23, 2013

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

Assets		2012	2011
Noninterest-bearing cash	$	181,327	—
Investments, at fair value:			
Registered investment companies		70,957,647	58,720,870
Common and collective trust fund		16,651,848	16,225,397
Total investments		87,609,495	74,946,267
Notes receivable from participants		3,826,156	3,494,112
Receivables:			
Employer contributions		83,456	164,837
Employee contributions		211,352	296,140
Total receivables		294,808	460,977
Total assets		91,911,786	78,901,356
Liabilities			
Excess contributions payable		53,211	4,325
Net assets available for benefits before adjustment		91,858,575	78,897,031
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(469,445)	(405,961)
Net assets available for benefits	$	91,389,130	78,491,070

See accompanying notes to financial statements.

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions to (deductions from) net assets attributed to:		
Investment income:		
Net appreciation in fair value of:		
Registered investment companies	$	5,144,457
Common and collective trust fund		264,586
Dividend income		2,396,494
Interest income		162,719
Other income		2,255
Total investment income		7,970,511
Contributions:		
Employer		3,235,261
Employee		8,449,600
Rollover		1,130,617
Total contributions		12,815,478
Deductions from net assets attributed to:		
Distributions to participants		7,623,738
Administrative expenses		264,191
Total deductions		7,887,929
Increase in net assets available for benefits		12,898,060
Net assets available for benefits, beginning of year		78,491,070
Net assets available for benefits, end of year	$	91,389,130

See accompanying notes to financial statements.

(1) Description of Plan

The following brief description of the Omni Hotels 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all employees and employees of certain hotels managed by Omni Hotels Management Corporation (the Company) who are at least 21 years of age, are nonunion, and are considered full-time associates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by the Company. The assets are governed by the Wells Fargo Bank, N.A. (Wells Fargo) Prototype Non-Standardized Profit Sharing Plan Agreement (the Prototype Document).

(b) Contributions

Participants may elect to contribute up to 100% of pretax annual compensation, as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified benefit or defined contribution Plans. The Company matching contribution is 100% of the participant contributions of 1%, plus 50% of participant contributions from 2% to 5% for all employees who have completed at least one year of service. All contributions to the Plan are deposited into investments managed and held by Wells Fargo (the Trustee and record keeper) as directed by the participants.

(c) Vesting

Participants are 100% vested in all participant contributions plus actual earnings thereon at all times. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of service. After completion of one year of service, a participant is 20% vested and vests at the rate of 20% each year thereafter until the Company contribution is 100% vested at five years of service.

(d) Participant Accounts

Each participant is credited with the participant's contributions and Company contributions, and an allocation of Plan earnings or losses, and is charged with an allocation of administrative expenses if any. Allocations are based on account balances, as defined. All investments are directed by the participants into investment options offered by the Plan.

(e) Administrative Expenses

The Company pays for all plan related expenses except for certain expenses which are intrinsic to the value of the plan assets.

(f) Forfeitures

If a participant terminates employment with the Company prior to the full value of the Company contributions being vested, the participant's nonvested portion of the Company contributions and earnings thereon are forfeited. Under the Plan, forfeited amounts may be used to reduce future Company contributions to the Plan and Plan expenses. At December 31, 2012 and 2011, there were approximately $28,253 and $105,428 of unallocated forfeitures, respectively. During the plan year ended December 31, 2012 there were no forfeited amounts used to reduce Company contributions.

(g) Notes Receivable from Participant

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) 50% of the vested account balance or (2) $50,000, reduced by the highest outstanding loan balance in the prior twelve-month period. The repayment terms of notes receivable from participants may not exceed five years, except for loans used to acquire the participant's principal residence, in which case the loan term may not exceed 20 years. The loan interest rate, determined quarterly is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through monthly payroll deductions.

(h) 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, all participants will become 100% vested in their accounts.

(i) Benefit Payments

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account. Upon death, disability, or retirement, a participant will receive a lump-sum amount equal to 100% of the value in his or her account. Participants may also request a distribution from their accounts in the event of financial hardship, as defined by the plan, or upon attainment of age 59½.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of 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 Plan invests in investment contracts through a common and collective trust fund. The statements of net assets available for benefits present the fair value of the Plan's investments in the common and collective trust fund as well as the adjustment of the investment in the common and collective trust fund from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(b) Investments

Investments are stated at fair value as reported by the Trustee. 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 (an exit price). See note 2(g) for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(d) Excess contribution

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 excess contributions to the applicable participants prior to March 15, 2013.

(e) Distributions

Distributions are recorded when paid to participants or their beneficiaries.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires Plan administrators to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(Continued)

(g) Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are discussed below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 3,481,090	—	—	3,481,090
Target date asset allocations	38,972,184	—	—	38,972,184
Large cap growth	6,697,158	—	—	6,697,158
Large cap value	4,351,394	—	—	4,351,394
International equity	3,939,157	—	—	3,939,157
Fixed income	5,972,598		—	5,972,598
Small cap growth	5,448,098	—	—	5,448,098
Mid cap blend	2,095,968	—	—	2,095,968
Common and collective trust	—	16,651,848	—	16,651,848
Total investments measured at fair value	$ 70,957,647	16,651,848	—	87,609,495

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Large cap blend	$ 2,927,581	—	—	2,927,581
Target date asset allocations	31,003,575	—	—	31,003,575
Large cap growth	6,060,071	—	—	6,060,071
Large cap value	3,292,746	—	—	3,292,746
International equity	1,812,522	—	—	1,812,522
Fixed income	4,647,314	—	—	4,647,314
Small cap growth	5,566,625	—	—	5,566,625
Mid cap blend	3,410,436	—	—	3,410,436
Common and collective trust	—	16,225,397	—	16,225,397
Total investments measured at fair value	$ 58,720,870	16,225,397	—	74,946,267

There were no transfers of fair value measurements between Level 1 and 2 during the year.

(Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. See also note 2(b) for more information.

(a) *Registered investment companies:* Valued at the closing price reported in the active market in which the individual securities are traded.

(b) *Common and collective trust:* Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 as of the reporting date.

(h) New Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update (ASU) 2013-3, in relation to the scope and applicability of a disclosure exemption that resulted from the issuance of Accounting Standards Update No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The amendment clarifies that the requirement to disclose "the level of the fair value hierarchy within which the fair value measurements are categorized in their entirety (Level 1, 2, or 3)" does not apply to nonpublic entities for items that are not measured at fair value in the statement of financial position, but for which fair value is disclosed.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are of two types: (i) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The guidance is effective for annual periods beginning after December 15, 2011. The adoption of the provisions of this guidance did not have a material impact on the Plan's financial statements.

(3) Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan administrator by a letter dated March 31, 2008 that the Prototype Document adopted by the Plan is designed in accordance with applicable requirements of the Internal Revenue Code (IRC) and that trusts created there under are exempt from federal income tax. Although the Plan has not obtained its own IRS determination letter, the Plan has been amended since adopting the Prototype Document, and management believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified and the related trust is tax-exempt as of December 31, 2012.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the 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 asset) or disclosure in the financial statements. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

(4) Investments

The Trustee holds the Plan's investments and executed all investment transactions for the year ended December 31, 2012. All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation in fair value of investments, interest income, and dividend income for the year ended December 31, 2012 was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

The following table sets forth investments that represent 5% or more of the Plan's net assets available for benefits at year-end.

	2012	2011	
Wells Fargo Small Cap Opportunities	$ 5,448,098	5,566,625	
Wells Fargo Collective Stable Return Fund	16,651,848	15,819,436	
Wells Fargo Advantage Capital Growth Fund	6,697,158	6,060,071	
PIMCO Total Return Fund	5,972,597	4,647,314	
Wells Fargo Dow Jones Target 2020	13,592,835	12,087,289	
Wells Fargo Dow Jones Target 2030	12,263,886	9,775,873	
Wells Fargo Dow Jones Target 2040	5,572,456	3,549,117	(a)

(a) This investment did not represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011. It is included for comparative purposes.

(5) Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements, notes to financial statements, and supplemental schedules are complete and accurate:

- Investments and notes receivable from participants shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Investment information presented on notes 2(g) and 4.
- Interest and dividend income, and net appreciation in fair value of investments as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

(Continued)

- The schedule of assets (held at end of year) as of December 31, 2012, as shown on Schedule H, Line 4i.

The Plan's independent public accountants did not perform audit procedures with respect to this information, except for comparing such information to the related information included in the financial statements, notes to the financial statements, and supplemental schedules.

(6) Related-Party Transactions

Certain plan investments are managed by the Trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. The transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC.

(7) Risks and Uncertainties

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

Recent market conditions have resulted in a high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan which could impact the value of investments after the date of these financial statements. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(8) Reconciliation to Form 5500

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

Total assets per financial statements	$	91,911,786
Less adjustment from contract value to fair value for fully benefit-responsive investment contracts		(469,445)
Total assets per the Form 5500	$	91,442,341

(9) Nonexempt Transactions

During the year ended December 31, 2012, there were unintentional delays by the plan in submitting participants contributions to the trustee in the amount of $862,316

(10) Subsequent Events

The Plan has evaluated transactions and events through September 23, 2013, the date the financial statements were issued.

Schedule 1

OMNI HOTELS 401(K) RETIREMENT SAVINGS PLAN

EIN:02-0325957

Form 5500 - Schedule H, Part IV, Line 4a, Schedule of Delinquent Participant Contributions

Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTD 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
Check here if late participant loan repayments are included ☐: $ 862,316	$ —	—	—	862,316

Schedule 2

OMNI HOTELS 401(k) RETIREMENT SAVINGS PLAN

EIN: 02 – 0325957

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

December 31, 2012

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Wells Fargo Collective Stable Return Fund	Collective trust fund	$ 16,651,848
*	Wells Fargo Advantage Index Fund	Registered investment company	3,481,090
*	Wells Fargo Advantage Capital Growth Fund	Registered investment company	6,697,158
*	Wells Fargo Small Cap Opportunities	Registered investment company	5,448,098
	Scout Mid Cap Fund	Registered investment company	2,095,968
	PIMCO Total Return Fund	Registered investment company	5,972,598
*	Wells Fargo Dow Jones Target 2010	Registered investment company	3,466,604
*	Wells Fargo Dow Jones Target 2020	Registered investment company	13,592,835
*	Wells Fargo Dow Jones Target 2030	Registered investment company	12,263,886
*	Wells Fargo Dow Jones Target 2040	Registered investment company	5,572,456
	Victory Special Value	Registered investment company	—
	Goldman Sachs Structured International Equity Fund	Registered investment company	3,939,157
*	Wells Fargo Dow Jones Target Today	Registered investment company	1,002,278
*	Wells Fargo Dow Jones Target 2050	Registered investment company	3,074,125
	Goldman Sachs Large Cap Value	Registered investment company	4,351,394
*	Notes receivable from participants	Participant loans with interest rates ranging from 4% to 10%	3,826,156
	Total		$ 91,435,651

* Represents party-in-interest

Investments are participant directed, thus cost information is not applicable

Information included in this schedule is based on a report certified as complete and accurate by the Plan's Trustee.

See accompanying independent auditors' report.