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
CAMPERS INN INC. 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1993

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

CAMPERS INN INC.

35 ROBERT MILLIGAN PARKWAY
MERRIMACK, NH 03054

2b Employer Identification Number (EIN) 02-0331043

2c Sponsor's telephone number 603-883-1082

2d Business code (see instructions) 441210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	CAMPERS INN INC.
	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	229
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**	151
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	168
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	168
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	91
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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:
2A 2E 2F 2G 2J 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)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**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
CAMPERS INN INC. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAMPERS INN INC.

D Employer Identification Number (EIN)
02-0331043

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

(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 ☐

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

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

(complete as many entries as needed)

a Name: R.A.HALL	**b** EIN: 04-2578039	
c Position: ACCOUNTANT / AUDITOR		
d Address: 183 STATE STREET BOSTON, MA 02109	**e** Telephone: 617-723-3333	

Explanation: DESIRED CONSISTENCY IN ACCOUNTANTS FOR BOTH CORPORATE AND PL

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CAMPERS INN INC. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAMPERS INN INC.

D Employer Identification Number (EIN)
02-0331043

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	454148	253862
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	115659	74842
(9) Value of interest in common/collective trusts	1c(9)	0	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	
(12) Value of interest in 103-12 investment entities	1c(12)	0	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1260472	1938509
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	1830279	2267213
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1830279	2267213

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	174960	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		174960
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	2541	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2541
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	47887	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		47887
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		180291
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		405679
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	154500	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		154500
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	1017	
(3) Investment advisory and management fees	2i(3)	6464	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7481
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		161981
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		243698
l Transfers of assets:			
(1) To this plan	2l(1)		193236
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BLUM, SHAPIRO AND COMPANY **(2)** EIN: 06-1009025

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		1373
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		200000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
CAMPERS INN INC. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAMPERS INN INC.

D Employer Identification Number (EIN)
02-0331043

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): 16-1470238 20-3691658

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** 0

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** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

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):

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST

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Independent Auditors' Report

To the Plan Administrator
Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust, which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Plan's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 4, which was certified by Capital Bank and Trust Company or Mid-Atlantic Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Capital Bank and Trust Company held the Plan's investment assets and executed investment transactions from January 1, 2012 to May 14, 2012, and that Mid-Atlantic Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2012 and for the period February 1, 2012 to December 31, 2012. The plan administrator has obtained certifications from the trustees as of and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustees 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter - Supplemental Information

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of or for the year ended December 31, 2012 are required by the Department of Labor's 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.

Other Matter - 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011 were audited by predecessor auditors. 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 the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Capital Bank and Trust Company, the trustee. Their report, dated October 2, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and, accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, were 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.

Report on 2012 Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedules, other than that derived from the information certified by the trustees, 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.

Blum, Shapiro & Company, P.C.

West Hartford, Connecticut
September 23, 2013

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value		
Money market and mutual funds	$ 2,192,371	$ 1,714,620
Receivables		
Notes receivable from participants	74,842	115,659
Employee contribution - deferrals	6,873	2,730
Accrued investment income	65	-
Total receivables	81,780	118,389
Total assets	2,274,151	1,833,009
LIABILITIES		
Accounts Payable and Accrued Expenses	-	-
Net Assets Available for Benefits	$ 2,274,151	$ 1,833,009

The accompanying notes are an integral part of the financial statements

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets Attributed to		
Investment income:		
Net appreciation in fair value of investments	$	180,291
Interest and dividend income		47,952
Net investment income		228,243
Interest income on notes receivable from participants		2,541
Contributions - employee deferrals		179,103
Merger of assets from Campers Inn Raynham 401(k) Plan		193,236
Total additions		603,123
Deductions from Net Assets Attributed to		
Benefits paid to participants		154,500
Administrative expenses		7,481
Total deductions		161,981
Net Increase in Net Assets		441,142
Net Assets Available for Benefits - Beginning of Year		1,833,009
Net Assets Available for Benefits - End of Year	$	2,274,151

The accompanying notes are an integral part of the financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

During the year ended December 31, 2012, the Plan's name changed from Campers Inn, Inc. 401(k) Profit Sharing Plan to Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust.

General - The Plan is a defined contribution plan established to provide retirement benefits for employees of Campers Inn Holding Company and Subsidiaries (Campers Inn Management Company, Inc., Campers Inn Inc., Campers Inn of Kingston, Inc., Campers Inn of Leesburg, Inc., Campers Inn of Raynham, Inc., Campers Inn of Macon-Byron, Inc., Campers Inn of Mocksville, Inc. and Campers Inn of Elkhart, Inc.) (the Company) who have at least 6 months of service and have reached the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants may contribute between 1% and 92% of compensation up to the maximum allowed by the Internal Revenue Code (the Code). Participants may also contribute amounts representing distributions from other qualified retirement plans to the extent permitted by the Code. The Company may make discretionary matching contributions at the discretion of the Board of Directors. The Company may also make discretionary profit-sharing contributions at the discretion of the Board of Directors. Generally, eligibility for discretionary profit-sharing contributions requires 500 hours of service and employment on the last day of the plan year. All contributions are subject to certain limitations imposed by the Plan and the Code. No matching or discretionary profit-sharing contributions were made to the Plan during the year ended December 31, 2012.

Participant Accounts - Participants have separate accounts for employee and employer contributions for each investment option selected. Participants may elect to have contributions invested in any or all of the funds, subject to certain limitations. Investment income and administrative expenses are allocated to the participants' accounts regularly. Allocations of profit-sharing contributions, investment income and administrative expenses are based on a participant's compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Vesting - Participants are immediately vested in their deferral and rollover contributions, including the earnings on these amounts. Vesting in the remainder of their accounts is based on years of continuous service. Participants are fully vested in employer contributions upon the completion of six years of service. Participants are also fully vested upon reaching their normal retirement date, death or total disability.

Forfeitures - Forfeitures of matching contributions and discretionary profit-sharing contributions are used to reduce the Company's future matching contributions.

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Forfeited nonvested discretionary matching accounts totaled $45,261 at December 31, 2012. These accounts will be used to reduce future Company matching or discretionary profit-sharing contributions. In addition, $6,353 was allocated to plan participants from forfeited nonvested discretionary profit-sharing accounts for the year ended December 31, 2012.

Investment Options - Participants may direct their contributions to a variety of money market and mutual funds held at Mid-Atlantic Trust Company (Mid-Atlantic). These funds include a variety of investment options with various objectives and degrees of financial risk.

Notes Receivable from Participants - At the discretion of the Plan, participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or one-half of their vested account balance. Loan terms range from one to five years, except for loans to purchase a primary residence, which may be offered over a term up to ten years. The loans are secured by the balance in the participant's account and bear interest at a rate that professional lenders would charge, as determined by the plan administrator. The notes currently bear interest at 3.25% to 4.25%. Participants may only have one loan outstanding at any given time. Generally, principal and interest are paid ratably through payroll deductions.

Payment of Benefits - Upon retirement, disability, death or termination of employment, the participant shall become entitled to the total value of his or her vested account, determined as of the valuation date. The Plan also provides for in-service withdrawals by qualified participants. Distributions will be paid by lump sum or in installments over a number of years, based upon election of the participant or the Plan, as defined in the Plan or the Code.

Upon financial hardship, a participant is entitled to the value of his or her deferral accounts, but not the earnings thereon, determined as of the valuation date, which is payable immediately in a lump-sum distribution.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The Plan uses the accrual basis of accounting for plan transactions.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements.

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

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent loans are treated as distributions based on the terms of the plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payment of Benefits - Benefits to participants are recorded when paid.

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

Risks and Uncertainties - The Plan provides for various investment options in money market and mutual funds. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain securities, it is at least reasonably possible that changes in the values of investments will occur in the near term and those changes could materially affect participant account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events - In preparing these financial statements, management has evaluated subsequent events through September 23, 2013, which represents the date the financial statements were available to be issued.

NOTE 3 - INCOME TAX STATUS

The Company has modeled the Plan after another prototype plan, which has obtained a favorable determination letter from the Internal Revenue Service, dated March 31, 2008, regarding qualification under the appropriate sections of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

NOTE 4 - CERTIFICATION BY THE INVESTMENT TRUSTEES

Information presented in the accompanying statements and schedules as of December 31, 2012 and 2011, and for the year ended December 31, 2012 for investments and investment income was derived, without audit, from information certified to be complete and accurate by Capital Bank and Trust Company (Capital), the investment trustee from January 1, 2011 through May 14, 2012 and Mid-Atlantic, the trustee from February 1, 2012 through December 31, 2012, as permitted by the election made by the plan administrator under 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA.

NOTE 5 - INVESTMENTS

Investments representing 5% or more of the Plan's net assets available for benefits at December 31, 2012 and 2011, are as follows:

	2012 Amount	2011 Amount
Vanguard Target Retirement 2030 Inv	$ 767,543	$ **
Vanguard Target Retirement 2020 Inv	314,942	**
Vanguard Money Market Reserves Pr.	253,862	**
Vanguard Growth Index Inv	139,918	**
American Funds Money Market Fund R2	*	446,081
Federated Kaufmann Fund A	*	219,021
American Funds Invest Co of America R2	*	178,172
American Funds Income Fund of America R2	*	173,245
American Funds Amcap Fund R2	*	145,604
American Funds Growth Fund of America	*	124,200
American Funds Capital World Gr & Inc. R2	*	92,995

* Investment was not in excess of 5% of the Plan's net assets as of December 31, 2012.
** Investment was not in excess of 5% of the Plan's net assets as of December 31, 2011.

NOTE 6 - FAIR VALUE MEASUREMENTS

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

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

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

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 is a description of the valuation methodology used for assets measured at fair value.

Money market and mutual funds are valued at the quoted net asset value of shares held by the Plan at year end.

There have been no changes in the methodologies used at December 31, 2012 and 2011.

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 at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	$ 253,862	$ -	$ -	$ 253,862
Mutual funds:				
Blended	1,335,643	-	-	1,335,643
Growth	485,193	-	-	485,193
Fixed income	88,658	-	-	88,658
Value	29,015	-	-	29,015
Total Assets at Fair Value	$ 2,192,371	$ -	$ -	$ 2,192,371

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

	2011			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 454,145	$ -	$ -	$ 454,145
Mutual funds:				
Growth	569,621	-	-	569,621
Blended	276,019	-	-	276,019
Fixed income	221,425	-	-	221,425
Value	193,410	-	-	193,410
Total Assets at Fair Value	$ 1,714,620	$ -	$ -	$ 1,714,620

There were no transfers between levels of investments during the years ended December 31, 2012 and 2011.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 2,274,151	$ 1,833,009
Employee contributions receivable	(6,873)	(2,730)
Accrued investment income	(65)	-
Net Assets Available for Benefits per Schedule H of Form 5500	$ 2,267,213	$ 1,830,279

The following is a reconciliation of employee contributions per the financial statements at December 31, 2012 to Schedule H of Form 5500:

Employee's contributions per the financial statements	$ 179,103
Employee's contributions receivable at December 31, 2012	(6,873)
Employee's contributions receivable at December 31, 2011	2,730
Employee's Contributions per Schedule H of Form 5500	$ 174,960

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (Continued)

The following is a reconciliation of interest and dividend income per the financial statements at December 31, 2012 to Schedule H of Form 5500:

Interest and dividend income per the financial statements	$	47,952
Accrued investment income at December 31, 2012		(65)
Interest and Dividend Income per Schedule H of Form 5500	$	47,887

The Form 5500 has been prepared on a cash basis. Therefore, employee contributions and investment income not received by the Plan before December 31, 2012 and 2011, was not recorded in the 2012 and 2011 Forms 5500 as additions to the Plan.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by affiliates of Capital and Mid-Atlantic. Capital and Mid-Atlantic are trustees as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Investment and administrative expenses paid by the Plan to the trustees, their affiliates and the Plan's third-party service providers totaled $7,481 for the year ended December 31, 2012.

NOTE 9 - ADMINISTRATIVE EXPENSE

The plan sponsor bears the majority of the costs of administering the Plan. The Plan records certain costs for recordkeeping and participant loan and distributions administration.

NOTE 10 - PLAN TERMINATION

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

NOTE 11 - MERGER OF ASSETS

Effective January 1, 2012, the Plan was amended to include all eligible employees of the Company's subsidiary, Campers Inn of Raynham, Inc. The Campers Inn of Raynham plan assets transferred into the Plan on February 29, 2012 totaled $193,236 and are included in the net assets available for benefits at December 31, 2012.

NOTE 12 - PROHIBITED TRANSACTIONS

During 2012, the Company did not remit certain participant contributions to the Plan on a timely basis as provided for in DOL regulations. Participant contributions that are not deposited within the specified time frame represent a prohibited use of plan assets by the Company according to the provisions of ERISA and the Code. During 2013, the Company will deposit funds into the Plan that will represent the lost earnings attributable to the late deposits. These funds will be allocated to the participants whose contributions were not deposited in a timely manner. At December 31, 2012, provisions have been recorded within employee contributions receivable and accrued investment income in the statements of net assets available for benefits, representing the participant contributions that were not deposited within the specified timeframe as well as the lost earnings attributable to these late deposits.

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
FORM 5500, SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

Employer Identification Number: 02-0331043
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
☐ Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 1,373	$ -	$ 1,373	$ -	$ -

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

Employer Identification Number: 02-0331043
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost**	**Current Value**
*	Vanguard Target Retirement 2030 Inv	Mutual fund, 32,829 shares	**	$ 767,543
*	Vanguard Target Retirement 2020 Inv	Mutual fund, 13,216 shares	**	314,942
*	Vanguard Target Retirement 2040 Inv	Mutual fund, 3,659 shares	**	84,809
*	Vanguard Target Retirement 2010 Inv	Mutual fund, 2,905 shares	**	70,086
*	First Eagle Global I	Mutual fund, 1,027 shares	**	50,059
*	Pimco Small Cap Stocks Plus AR P	Mutual fund, 715 shares	**	35,555
*	Vanguard Retirement Income Inv	Mutual fund, 4,428 shares	**	8,717
*	Vanguard Target Retirement 2050 Inv	Mutual fund, 170 shares	**	3,932
*	Vanguard Growth Index Inv	Mutual fund, 3,818 shares	**	139,918
*	Principal MidCap Institutional	Mutual fund, 6,281 shares	**	98,619
*	Janus Triton I	Mutual fund, 4,277 shares	**	77,493
*	American Funds New World R6	Mutual fund, 1,149 shares	**	62,614
*	American Funds Fundamental Investors R6	Mutual fund, 1,164 shares	**	47,458
*	American Funds EuroPacific Gr R6	Mutual fund, 1,076 shares	**	44,322
*	American Funds New Perspective R6	Mutual fund, 473 shares	**	14,769
*	Vanguard Money Market Reserves Pr.	Money market fund, 253,862 shares	**	253,862
*	Vanguard Interm-Term Bond Index Inv.	Mutual fund, 5,375 shares	**	64,287
*	Pimco Foreign Bond (Unhedged)	Mutual fund, 1,653 shares	**	10,731
*	Lord Abbett Short Duration Income I	Mutual fund, 985 shares	**	7,687
*	Vanguard Inflation-Protected Secs Inv	Mutual fund, 409 shares	**	5,953
*	American Funds American Mutual R6	Mutual fund, 810 shares	**	23,000
*	American Funds American Hi Inc Tr R6	Mutual fund, 529 shares	**	6,015
				2,192,371
*	Participant loans	Interest rates of 3.25% to 4.25%		74,842
				$ 2,267,213

* Party-in-interest

** Cost omitted for participant-directed investments

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST

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Independent Auditors' Report

To the Plan Administrator
Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust, which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Plan's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 4, which was certified by Capital Bank and Trust Company or Mid-Atlantic Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Capital Bank and Trust Company held the Plan's investment assets and executed investment transactions from January 1, 2012 to May 14, 2012, and that Mid-Atlantic Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2012 and for the period February 1, 2012 to December 31, 2012. The plan administrator has obtained certifications from the trustees as of and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustees 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter - Supplemental Information

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of or for the year ended December 31, 2012 are required by the Department of Labor's 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.

Other Matter - 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011 were audited by predecessor auditors. 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 the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Capital Bank and Trust Company, the trustee. Their report, dated October 2, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and, accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, were 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.

Report on 2012 Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedules, other than that derived from the information certified by the trustees, 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.

Blum, Shapiro & Company, P.C.

West Hartford, Connecticut
September 23, 2013

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value		
Money market and mutual funds	$ 2,192,371	$ 1,714,620
Receivables		
Notes receivable from participants	74,842	115,659
Employee contribution - deferrals	6,873	2,730
Accrued investment income	65	-
Total receivables	81,780	118,389
Total assets	2,274,151	1,833,009
LIABILITIES		
Accounts Payable and Accrued Expenses	-	-
Net Assets Available for Benefits	$ 2,274,151	$ 1,833,009

The accompanying notes are an integral part of the financial statements

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets Attributed to		
Investment income:		
Net appreciation in fair value of investments	$	180,291
Interest and dividend income		47,952
Net investment income		228,243
Interest income on notes receivable from participants		2,541
Contributions - employee deferrals		179,103
Merger of assets from Campers Inn Raynham 401(k) Plan		193,236
Total additions		603,123
Deductions from Net Assets Attributed to		
Benefits paid to participants		154,500
Administrative expenses		7,481
Total deductions		161,981
Net Increase in Net Assets		441,142
Net Assets Available for Benefits - Beginning of Year		1,833,009
Net Assets Available for Benefits - End of Year	$	2,274,151

The accompanying notes are an integral part of the financial statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

During the year ended December 31, 2012, the Plan's name changed from Campers Inn, Inc. 401(k) Profit Sharing Plan to Campers Inn, Inc. 401(k) Profit Sharing Plan and Trust.

General - The Plan is a defined contribution plan established to provide retirement benefits for employees of Campers Inn Holding Company and Subsidiaries (Campers Inn Management Company, Inc., Campers Inn Inc., Campers Inn of Kingston, Inc., Campers Inn of Leesburg, Inc., Campers Inn of Raynham, Inc., Campers Inn of Macon-Byron, Inc., Campers Inn of Mocksville, Inc. and Campers Inn of Elkhart, Inc.) (the Company) who have at least 6 months of service and have reached the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants may contribute between 1% and 92% of compensation up to the maximum allowed by the Internal Revenue Code (the Code). Participants may also contribute amounts representing distributions from other qualified retirement plans to the extent permitted by the Code. The Company may make discretionary matching contributions at the discretion of the Board of Directors. The Company may also make discretionary profit-sharing contributions at the discretion of the Board of Directors. Generally, eligibility for discretionary profit-sharing contributions requires 500 hours of service and employment on the last day of the plan year. All contributions are subject to certain limitations imposed by the Plan and the Code. No matching or discretionary profit-sharing contributions were made to the Plan during the year ended December 31, 2012.

Participant Accounts - Participants have separate accounts for employee and employer contributions for each investment option selected. Participants may elect to have contributions invested in any or all of the funds, subject to certain limitations. Investment income and administrative expenses are allocated to the participants' accounts regularly. Allocations of profit-sharing contributions, investment income and administrative expenses are based on a participant's compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Vesting - Participants are immediately vested in their deferral and rollover contributions, including the earnings on these amounts. Vesting in the remainder of their accounts is based on years of continuous service. Participants are fully vested in employer contributions upon the completion of six years of service. Participants are also fully vested upon reaching their normal retirement date, death or total disability.

Forfeitures - Forfeitures of matching contributions and discretionary profit-sharing contributions are used to reduce the Company's future matching contributions.

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Forfeited nonvested discretionary matching accounts totaled $45,261 at December 31, 2012. These accounts will be used to reduce future Company matching or discretionary profit-sharing contributions. In addition, $6,353 was allocated to plan participants from forfeited nonvested discretionary profit-sharing accounts for the year ended December 31, 2012.

Investment Options - Participants may direct their contributions to a variety of money market and mutual funds held at Mid-Atlantic Trust Company (Mid-Atlantic). These funds include a variety of investment options with various objectives and degrees of financial risk.

Notes Receivable from Participants - At the discretion of the Plan, participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or one-half of their vested account balance. Loan terms range from one to five years, except for loans to purchase a primary residence, which may be offered over a term up to ten years. The loans are secured by the balance in the participant's account and bear interest at a rate that professional lenders would charge, as determined by the plan administrator. The notes currently bear interest at 3.25% to 4.25%. Participants may only have one loan outstanding at any given time. Generally, principal and interest are paid ratably through payroll deductions.

Payment of Benefits - Upon retirement, disability, death or termination of employment, the participant shall become entitled to the total value of his or her vested account, determined as of the valuation date. The Plan also provides for in-service withdrawals by qualified participants. Distributions will be paid by lump sum or in installments over a number of years, based upon election of the participant or the Plan, as defined in the Plan or the Code.

Upon financial hardship, a participant is entitled to the value of his or her deferral accounts, but not the earnings thereon, determined as of the valuation date, which is payable immediately in a lump-sum distribution.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The Plan uses the accrual basis of accounting for plan transactions.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements.

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

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent loans are treated as distributions based on the terms of the plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payment of Benefits - Benefits to participants are recorded when paid.

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

Risks and Uncertainties - The Plan provides for various investment options in money market and mutual funds. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain securities, it is at least reasonably possible that changes in the values of investments will occur in the near term and those changes could materially affect participant account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events - In preparing these financial statements, management has evaluated subsequent events through September 23, 2013, which represents the date the financial statements were available to be issued.

NOTE 3 - INCOME TAX STATUS

The Company has modeled the Plan after another prototype plan, which has obtained a favorable determination letter from the Internal Revenue Service, dated March 31, 2008, regarding qualification under the appropriate sections of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

NOTE 4 - CERTIFICATION BY THE INVESTMENT TRUSTEES

Information presented in the accompanying statements and schedules as of December 31, 2012 and 2011, and for the year ended December 31, 2012 for investments and investment income was derived, without audit, from information certified to be complete and accurate by Capital Bank and Trust Company (Capital), the investment trustee from January 1, 2011 through May 14, 2012 and Mid-Atlantic, the trustee from February 1, 2012 through December 31, 2012, as permitted by the election made by the plan administrator under 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA.

NOTE 5 - INVESTMENTS

Investments representing 5% or more of the Plan's net assets available for benefits at December 31, 2012 and 2011, are as follows:

	2012 Amount	2011 Amount
Vanguard Target Retirement 2030 Inv	$ 767,543	$ **
Vanguard Target Retirement 2020 Inv	314,942	**
Vanguard Money Market Reserves Pr.	253,862	**
Vanguard Growth Index Inv	139,918	**
American Funds Money Market Fund R2	*	446,081
Federated Kaufmann Fund A	*	219,021
American Funds Invest Co of America R2	*	178,172
American Funds Income Fund of America R2	*	173,245
American Funds Amcap Fund R2	*	145,604
American Funds Growth Fund of America	*	124,200
American Funds Capital World Gr & Inc. R2	*	92,995

* Investment was not in excess of 5% of the Plan's net assets as of December 31, 2012.
** Investment was not in excess of 5% of the Plan's net assets as of December 31, 2011.

NOTE 6 - FAIR VALUE MEASUREMENTS

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

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

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

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 is a description of the valuation methodology used for assets measured at fair value.

Money market and mutual funds are valued at the quoted net asset value of shares held by the Plan at year end.

There have been no changes in the methodologies used at December 31, 2012 and 2011.

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 at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	$ 253,862	$ -	$ -	$ 253,862
Mutual funds:				
Blended	1,335,643	-	-	1,335,643
Growth	485,193	-	-	485,193
Fixed income	88,658	-	-	88,658
Value	29,015	-	-	29,015
Total Assets at Fair Value	$ 2,192,371	$ -	$ -	$ 2,192,371

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

	2011			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 454,145	$ -	$ -	$ 454,145
Mutual funds:				
Growth	569,621	-	-	569,621
Blended	276,019	-	-	276,019
Fixed income	221,425	-	-	221,425
Value	193,410	-	-	193,410
Total Assets at Fair Value	$ 1,714,620	$ -	$ -	$ 1,714,620

There were no transfers between levels of investments during the years ended December 31, 2012 and 2011.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 2,274,151	$ 1,833,009
Employee contributions receivable	(6,873)	(2,730)
Accrued investment income	(65)	-
Net Assets Available for Benefits per Schedule H of Form 5500	$ 2,267,213	$ 1,830,279

The following is a reconciliation of employee contributions per the financial statements at December 31, 2012 to Schedule H of Form 5500:

Employee's contributions per the financial statements	$ 179,103
Employee's contributions receivable at December 31, 2012	(6,873)
Employee's contributions receivable at December 31, 2011	2,730
Employee's Contributions per Schedule H of Form 5500	$ 174,960

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (Continued)

The following is a reconciliation of interest and dividend income per the financial statements at December 31, 2012 to Schedule H of Form 5500:

Interest and dividend income per the financial statements	$	47,952
Accrued investment income at December 31, 2012		(65)
Interest and Dividend Income per Schedule H of Form 5500	$	47,887

The Form 5500 has been prepared on a cash basis. Therefore, employee contributions and investment income not received by the Plan before December 31, 2012 and 2011, was not recorded in the 2012 and 2011 Forms 5500 as additions to the Plan.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by affiliates of Capital and Mid-Atlantic. Capital and Mid-Atlantic are trustees as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Investment and administrative expenses paid by the Plan to the trustees, their affiliates and the Plan's third-party service providers totaled $7,481 for the year ended December 31, 2012.

NOTE 9 - ADMINISTRATIVE EXPENSE

The plan sponsor bears the majority of the costs of administering the Plan. The Plan records certain costs for recordkeeping and participant loan and distributions administration.

NOTE 10 - PLAN TERMINATION

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

NOTE 11 - MERGER OF ASSETS

Effective January 1, 2012, the Plan was amended to include all eligible employees of the Company's subsidiary, Campers Inn of Raynham, Inc. The Campers Inn of Raynham plan assets transferred into the Plan on February 29, 2012 totaled $193,236 and are included in the net assets available for benefits at December 31, 2012.

NOTE 12 - PROHIBITED TRANSACTIONS

During 2012, the Company did not remit certain participant contributions to the Plan on a timely basis as provided for in DOL regulations. Participant contributions that are not deposited within the specified time frame represent a prohibited use of plan assets by the Company according to the provisions of ERISA and the Code. During 2013, the Company will deposit funds into the Plan that will represent the lost earnings attributable to the late deposits. These funds will be allocated to the participants whose contributions were not deposited in a timely manner. At December 31, 2012, provisions have been recorded within employee contributions receivable and accrued investment income in the statements of net assets available for benefits, representing the participant contributions that were not deposited within the specified timeframe as well as the lost earnings attributable to these late deposits.

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
FORM 5500, SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

Employer Identification Number: 02-0331043
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
☐ Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 1,373	$ -	$ 1,373	$ -	$ -

CAMPERS INN, INC. 401(K) PROFIT SHARING PLAN AND TRUST
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

Employer Identification Number: 02-0331043
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost**	**Current Value**
*	Vanguard Target Retirement 2030 Inv	Mutual fund, 32,829 shares	**	$ 767,543
*	Vanguard Target Retirement 2020 Inv	Mutual fund, 13,216 shares	**	314,942
*	Vanguard Target Retirement 2040 Inv	Mutual fund, 3,659 shares	**	84,809
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*	Participant loans	Interest rates of 3.25% to 4.25%		74,842
				$ 2,267,213

* Party-in-interest

** Cost omitted for participant-directed investments