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
PORTOLA HOTEL & SPA AT MONTEREY BAY 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1989

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

CUSTOM HOUSE HOTEL CO., LTD. DBA PORTOLA HOTEL & S

TWO PORTOLA PLAZA
MONTEREY, CA 93940

TWO PORTOLA PLAZA
MONTEREY, CA 93940

2b Employer Identification Number (EIN)
86-0316128

2c Sponsor's telephone number
831-649-4511

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.	10/10/2013	TONI BAU
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

CUSTOM HOUSE HOTEL CO., LTD. DBA PORTOLA HOTEL & S

TWO PORTOLA PLAZA
MONTEREY, CA 93940

3b Administrator's EIN: 86-0316128

3c Administrator's telephone number: 831-649-4511

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**	485
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**	426
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	52
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	478
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	478
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	133
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:
2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	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
PORTOLA HOTEL & SPA AT MONTEREY BAY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CUSTOM HOUSE HOTEL CO., LTD. DBA PORTOLA HOTEL & S

D Employer Identification Number (EIN)
86-0316128

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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65	RECORDKEEPER	1981	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
PORTOLA HOTEL & SPA AT MONTEREY BAY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CUSTOM HOUSE HOTEL CO., LTD. DBA PORTOLA HOTEL & S

D Employer Identification Number (EIN)
86-0316128

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1006063	961027
(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)	104979	85111
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2384107	2574907
(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	3495149	3621045
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
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	3495149	3621045

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)		
	(B) Participants	2a(1)(B)	148824	
	(C) Others (including rollovers)	2a(1)(C)	157	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		148981
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	97	
	(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)	8349	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8446
	(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)	48088	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		48088
	(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)		
	(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		290781
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		496296
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	371639	
(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)		371639
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		-3221
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)	1982	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1982
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		370400
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		125896
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: RINA ACCOUNTANCY FIRM **(2)** EIN: 94-3158857

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

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
PORTOLA HOTEL & SPA AT MONTEREY BAY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CUSTOM HOUSE HOTEL CO., LTD. DBA PORTOLA HOTEL & S

D Employer Identification Number (EIN)
86-0316128

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): 04-6568107

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):

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND DECEMBER 31, 2011

RINA
accountancy corporation

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

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DECEMBER 31, 2012 AND DECEMBER 31, 2011

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RINA *accountancy corporation*
201 North Civic Drive, Suite 220 Walnut Creek, CA 94596
phone: 925.210.2180 *fax:* 925.210.2199 1.800.RINA.CPA *web:* www.rina.com

Independent Auditors' Report

The Administrative Committee
Portola Hotel and Spa at Monterey Bay 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Portola Hotel and Spa at Monterey Bay 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2012 and December 31, 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

Plan 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 misstatements, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company LLC, the Plan asset custodian, in accordance with DOL Regulation 2520.103-5, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Plan asset custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the plan asset custodian as of and for the years ended December 31, 2012 and December 31, 2011, that the information provided to the Plan administrator by the Plan asset custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investments, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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 Plan asset custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974.

RINA accountancy corporation

Certified Public Accountants

Walnut Creek, California
October 3, 2013

PORTOLA HOTEL AND SPA AT MONTEREY BAY 401(k) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS:		
Investments, at fair value	$ 3,535,934	$ 3,390,170
Notes receivable from participants	85,111	104,979
Contributions receivable:		
Employee	6,792	5,892
TOTAL ASSETS	3,627,837	3,501,041
LIABILITIES:		
Contributions refundable	1,111	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,626,726	$ 3,501,041

See notes to financial statements.

PORTOLA HOTEL AND SPA AT MONTEREY BAY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS:		
Interest and dividend income		$ 56,468
Net appreciation in fair value of investments		290,781
Contributions:		
Salary deferral	$ 149,880	149,880
TOTAL ADDITIONS		497,129
DEDUCTIONS:		
Benefit distributions	369,529	
Administration fees	1,915	371,444
NET INCREASE		125,685
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		3,501,041
End of year		$ 3,626,726

See notes to financial statements.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 1. DESCRIPTION OF THE PLAN:

The following description of the Portola Hotel and Spa at Monterey Bay 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Fidelity Management Trust Company is the custodian and trustee of the Plan assets.

General:

The Plan is a single employer plan maintained by Custom House Hotel Co., Ltd., dba Portola Hotel and Spa at Monterey Bay and Gainey Suites Hotel Co., LLC dba Gainey Suites Hotel – Scottsdale. The Plan is a defined contribution plan covering all full-time employees who have six months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions:

Participation in the Plan is voluntary. The deferral percentage is subject to an annual limit of 60% of the participant's eligible compensation, up to the maximum annual limit determined by the Internal Revenue Service. The maximum annual amount that can be contributed to a 401(k) arrangement as an elective deferral, that is, as a pre-tax contribution, is $17,000 and $16,500 for 2012 and 2011, respectively. For fiscal years beginning after December 31, 2001, individuals age 50 or older by the end of the plan year are allowed to make additional contributions to a 401(k) plan, in excess of the standard limits. Such additional contributions will be limited to the lesser of a specified dollar amount $5,500 in 2012 and 2011 or the participant's compensation for the year reduced by the participant's other elective deferrals.

Any after-tax balance in the Plan will remain in the participant's account and is available for distribution or loan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 21 mutual funds and one money market as investment options for participants.

Employer contributions:

Matching contributions:

As of January 1, 2010, employer matching contributions were suspended. Management may elect to continue matching contributions at its discretion.

Participant accounts:

Each participant's account is credited with the participant's contribution and allocation of the Employer's contribution and investment earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 1. DESCRIPTION OF THE PLAN (Continued):

Investment options:

Upon enrollment in the Plan, a participant may direct the investment of his or her account balance into the various investment funds offered under Fidelity Management Trust Company, the trustee of the Plan.

Participants may change their investment options by contacting Fidelity by telephone or online through the internet.

Fidelity Management Trust Company has certified that the accounting policies of the Fidelity Investment Funds and Spartan Fund are in accordance with the accounting principles generally accepted in the investment company industry. Fidelity's certification applies to all investment assets and transactions, including employer contributions and employee deferrals, participant loans and distributions, and income and expenses.

Participant loans:

Participants may borrow from their fund accounts a minimum of $1,000. The maximum amount is the lesser of one-half of the vested account balance or $50,000 reduced by the highest outstanding loan balance in the account during the prior twelve-month period.

Loan terms are for five years with level payments made at least quarterly. Loans for the purpose of purchasing a primary residence may be repaid over a ten year period.

The loans are secured by the vested balance in the participant's account and bear a reasonable rate of interest as determined by the Plan Administrator based on the prevailing interest rates charged by persons in the business of lending money for loans, which would be used under similar circumstances. Principal and interest is paid ratably through payroll deductions and the participant may make additional payments directly to Fidelity.

Payment of benefits:

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over his or her life in the form of an annuity. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited accounts:

At December 31, 2012 and December 31, 2011, forfeited non-vested accounts totaled $12,484 and $458, respectively. These accounts may be used to pay plan administrative expenses and to reduce future employer contributions. For the year ended December 31, 2012, $0 from forfeited accounts was used to pay administrative expenses.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of accounting:

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment valuation and income recognition:

Investments are generally included in the financial statements at fair value as reported to the Plan by Fidelity Management Trust Company. Shares are stated at quoted market value. Gains and losses on investments are recognized in the period in which the appreciation or depreciation occurs. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in fair value of investments, which consists of the net realized gains or losses and unrealized appreciation or depreciation on those investments.

Loans to participants are valued at amortized cost, which approximates fair value.

Purchases and sales of securities are recorded on trade date basis.

Payment of benefits:

Benefit payments are recorded when paid.

Subsequent events:

Management has evaluated subsequent events through October 3, 2013 the date which the financial statements were available for issue.

Note 3. NATURE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosure. Accordingly, actual results could differ from those estimates.

Note 4. SIGNIFICANT CONCENTRATIONS OF CREDIT RISK:

The Plan's investments are held in a trust fund administered by the Fidelity Management Trust Company.

The Plan provides for various investment options in any one of a combination of mutual funds that invest in stocks, bonds, fixed income securities and other investment securities. These investments are exposed to various risks, such as credit, interest rate and market. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 5. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED):

All investment information disclosed in the accompanying financial statements and supplemental schedules including investments held at December 31, 2012 and December 31, 2011, and net appreciation in fair value of investments, interest, dividends and investment expense for the year ended December 31, 2012, were obtained or derived from information supplied to the Plan administrator and certified to as complete and accurate by the Trustee, Fidelity Management Trust Company:

ESTIMATED FAIR VALUE OF INVESTMENTS AS OF DECEMBER 31, 2012

		Fair Value
*	Fidelity Retirement Money Market	$ 961,027
*	Puritan Fund	307,362
*	Contra Fund	480,403
*	Growth & Income Fund	372,770
*	Intermediate Bond Fund	283,014
*	Spartan 500 Index Adv	347,527
	Investments in mutual funds with individual balances representing less than 5% of net assets	783,831
	Total investments	$ 3,535,934

* Each fund individually represented 5% or more of the Plan's net assets at December 31, 2012.

ESTIMATED FAIR VALUE OF INVESTMENTS AS OF DECEMBER 31, 2011

		Fair Value
*	Fidelity Retirement Money Market	$ 1,006,063
*	Puritan Fund	274,044
*	Contra Fund	441,545
*	Growth & Income Fund	328,126
*	Intermediate Bond Fund	273,517
*	Spartan 500 Index Adv	310,863
	Investments in mutual funds with individual balances representing less than 5% of net assets	756,012
	Total investments	$ 3,390,170

* Each fund individually represented 5% or more of the Plan's net assets at December 31, 2011.

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 6. FAIR VALUE MEASUREMENTS:

The framework for measuring fair values 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical 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.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 6. FAIR VALUE MEASUREMENTS (Continued):

The following table sets forth by level, the Plan's assets at fair value as of December 31, 2012 and December 31, 2011.

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,535,934	$ -	$ -	$ 3,535,934
Total investments at fair value	$ 3,535,934	$ -	$ -	$ 3,535,934

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,390,170	$ -	$ -	$ 3,390,170
Total investments at fair value	$ 3,390,170	$ -	$ -	$ 3,390,170

Note 7. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 8. INCOME TAX STATUS:

The Internal Revenue Service has determined and informed the Company by a letter dated December 23, 2003, that the Plan and related Trust, as designed by Fidelity Management and Research Company, are in accordance with the applicable sections of the Internal Revenue Code.

The Plan recognizes the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a "more-likely-than-not" threshold, the amount recognized in the financial statements is the benefit expected to be realized upon settlement with the tax authority. For tax positions not meeting the threshold, no financial statement benefit is recognized. As of December 31, 2012, the Plan has no uncertain tax positions. The Plan recognizes interest and penalties, if any, related to uncertain tax positions as income tax expense. Annual returns for the years prior to 2009 are no longer subject to examination by tax authorities.

Note 9. ADMINISTRATIVE COSTS:

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. In addition to the Trustee fees, certain audit and accounting fees were paid by the Company. Total fees paid the by the Plan were $1,915 for the year ended December 31, 2012.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the financial statements to Form 5500 as of and for the year ended December 31:

Net assets available for benefits per financial statements	$ 3,626,726
Contribution refundable as of December 31, 2012	1,111
Employee contributions receivable as of December 31, 2012	(6,792)
Net assets available for benefits per Form 5500	$ 3,621,045
Increase in net assets per financial statements	$ 125,685
Contribution refundable as of December 31, 2012	1,111
Employee contributions receivable as of December 31, 2011	5,892
Employee contributions receivable as of December 31, 2012	(6,792)
Increase in net assets per Form 5500	$ 125,896

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

SUPPLEMENTAL INFORMATION

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(K) PLAN

PLAN NUMBER - 001, EIN 86-0316128

SCHEDULE OF ASSETS HELD FOR INVESTMENT
FORM 5500 - Schedule H, Part IV, Line 4i
(Required by ERISA Sec. 103(b) (3) (c))

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
*	Funds Held By Fidelity Investments:		
	FID Puritan	Mutual Fund	$ 307,362
	FID Contrafund	Mutual Fund	480,403
	FID Growth & Income	Mutual Fund	372,770
	FID Intermediate Bond	Mutual Fund	283,014
	FID Independence	Mutual Fund	154,584
	FID OTC Portfolio	Mutual Fund	76,267
	FID Overseas	Mutual Fund	145,184
	FID Freedom Income	Mutual Fund	1,295
	FID Freedom 2000	Mutual Fund	4,125
	FID Freedom 2010	Mutual Fund	3,458
	FID Freedom 2020	Mutual Fund	80,922
	FID Freedom 2030	Mutual Fund	16,151
	FID Retirement MMKT	Money market fund	961,027
	Spartan 500 Index Adv	Mutual Fund	347,527
	FID Freedom 2040	Mutual Fund	23,971
	FID Freedom 2045	Mutual Fund	2,562
	FID Freedom 2015	Mutual Fund	33,046
	FID Freedom 2025	Mutual Fund	18,704
	FID Freedom 2035	Mutual Fund	34,431
	FID Freedom 2050	Mutual Fund	10,495
	FID GR Strategies	Mutual Fund	178,283
	Spartan 500 Index Inv	Mutual Fund	353
	Total investments		$ 3,535,934
	Participant loans	Interest at 9.50%	$ 85,111

* Represents a party in interest to the Plan
Column (d), Cost Information, is not applicable

See notes to financial statements.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND DECEMBER 31, 2011

RINA
accountancy corporation

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

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DECEMBER 31, 2012 AND DECEMBER 31, 2011

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RINA *accountancy corporation*
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Independent Auditors' Report

The Administrative Committee
Portola Hotel and Spa at Monterey Bay 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Portola Hotel and Spa at Monterey Bay 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2012 and December 31, 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

Plan 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 misstatements, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company LLC, the Plan asset custodian, in accordance with DOL Regulation 2520.103-5, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Plan asset custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the plan asset custodian as of and for the years ended December 31, 2012 and December 31, 2011, that the information provided to the Plan administrator by the Plan asset custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investments, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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 Plan asset custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974.

RINA accountancy corporation

Certified Public Accountants

Walnut Creek, California
October 3, 2013

PORTOLA HOTEL AND SPA AT MONTEREY BAY 401(k) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS:		
Investments, at fair value	$ 3,535,934	$ 3,390,170
Notes receivable from participants	85,111	104,979
Contributions receivable:		
Employee	6,792	5,892
TOTAL ASSETS	3,627,837	3,501,041
LIABILITIES:		
Contributions refundable	1,111	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,626,726	$ 3,501,041

See notes to financial statements.

PORTOLA HOTEL AND SPA AT MONTEREY BAY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS:		
Interest and dividend income		$ 56,468
Net appreciation in fair value of investments		290,781
Contributions:		
Salary deferral	$ 149,880	149,880
TOTAL ADDITIONS		497,129
DEDUCTIONS:		
Benefit distributions	369,529	
Administration fees	1,915	371,444
NET INCREASE		125,685
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		3,501,041
End of year		$ 3,626,726

See notes to financial statements.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 1. DESCRIPTION OF THE PLAN:

The following description of the Portola Hotel and Spa at Monterey Bay 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Fidelity Management Trust Company is the custodian and trustee of the Plan assets.

General:

The Plan is a single employer plan maintained by Custom House Hotel Co., Ltd., dba Portola Hotel and Spa at Monterey Bay and Gainey Suites Hotel Co., LLC dba Gainey Suites Hotel – Scottsdale. The Plan is a defined contribution plan covering all full-time employees who have six months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions:

Participation in the Plan is voluntary. The deferral percentage is subject to an annual limit of 60% of the participant's eligible compensation, up to the maximum annual limit determined by the Internal Revenue Service. The maximum annual amount that can be contributed to a 401(k) arrangement as an elective deferral, that is, as a pre-tax contribution, is $17,000 and $16,500 for 2012 and 2011, respectively. For fiscal years beginning after December 31, 2001, individuals age 50 or older by the end of the plan year are allowed to make additional contributions to a 401(k) plan, in excess of the standard limits. Such additional contributions will be limited to the lesser of a specified dollar amount $5,500 in 2012 and 2011 or the participant's compensation for the year reduced by the participant's other elective deferrals.

Any after-tax balance in the Plan will remain in the participant's account and is available for distribution or loan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 21 mutual funds and one money market as investment options for participants.

Employer contributions:

Matching contributions:

As of January 1, 2010, employer matching contributions were suspended. Management may elect to continue matching contributions at its discretion.

Participant accounts:

Each participant's account is credited with the participant's contribution and allocation of the Employer's contribution and investment earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 1. DESCRIPTION OF THE PLAN (Continued):

Investment options:

Upon enrollment in the Plan, a participant may direct the investment of his or her account balance into the various investment funds offered under Fidelity Management Trust Company, the trustee of the Plan.

Participants may change their investment options by contacting Fidelity by telephone or online through the internet.

Fidelity Management Trust Company has certified that the accounting policies of the Fidelity Investment Funds and Spartan Fund are in accordance with the accounting principles generally accepted in the investment company industry. Fidelity's certification applies to all investment assets and transactions, including employer contributions and employee deferrals, participant loans and distributions, and income and expenses.

Participant loans:

Participants may borrow from their fund accounts a minimum of $1,000. The maximum amount is the lesser of one-half of the vested account balance or $50,000 reduced by the highest outstanding loan balance in the account during the prior twelve-month period.

Loan terms are for five years with level payments made at least quarterly. Loans for the purpose of purchasing a primary residence may be repaid over a ten year period.

The loans are secured by the vested balance in the participant's account and bear a reasonable rate of interest as determined by the Plan Administrator based on the prevailing interest rates charged by persons in the business of lending money for loans, which would be used under similar circumstances. Principal and interest is paid ratably through payroll deductions and the participant may make additional payments directly to Fidelity.

Payment of benefits:

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over his or her life in the form of an annuity. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited accounts:

At December 31, 2012 and December 31, 2011, forfeited non-vested accounts totaled $12,484 and $458, respectively. These accounts may be used to pay plan administrative expenses and to reduce future employer contributions. For the year ended December 31, 2012, $0 from forfeited accounts was used to pay administrative expenses.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of accounting:

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment valuation and income recognition:

Investments are generally included in the financial statements at fair value as reported to the Plan by Fidelity Management Trust Company. Shares are stated at quoted market value. Gains and losses on investments are recognized in the period in which the appreciation or depreciation occurs. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in fair value of investments, which consists of the net realized gains or losses and unrealized appreciation or depreciation on those investments.

Loans to participants are valued at amortized cost, which approximates fair value.

Purchases and sales of securities are recorded on trade date basis.

Payment of benefits:

Benefit payments are recorded when paid.

Subsequent events:

Management has evaluated subsequent events through October 3, 2013 the date which the financial statements were available for issue.

Note 3. NATURE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosure. Accordingly, actual results could differ from those estimates.

Note 4. SIGNIFICANT CONCENTRATIONS OF CREDIT RISK:

The Plan's investments are held in a trust fund administered by the Fidelity Management Trust Company.

The Plan provides for various investment options in any one of a combination of mutual funds that invest in stocks, bonds, fixed income securities and other investment securities. These investments are exposed to various risks, such as credit, interest rate and market. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 5. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED):

All investment information disclosed in the accompanying financial statements and supplemental schedules including investments held at December 31, 2012 and December 31, 2011, and net appreciation in fair value of investments, interest, dividends and investment expense for the year ended December 31, 2012, were obtained or derived from information supplied to the Plan administrator and certified to as complete and accurate by the Trustee, Fidelity Management Trust Company:

ESTIMATED FAIR VALUE OF INVESTMENTS AS OF DECEMBER 31, 2012

		Fair Value
*	Fidelity Retirement Money Market	$ 961,027
*	Puritan Fund	307,362
*	Contra Fund	480,403
*	Growth & Income Fund	372,770
*	Intermediate Bond Fund	283,014
*	Spartan 500 Index Adv	347,527
	Investments in mutual funds with individual balances representing less than 5% of net assets	783,831
	Total investments	$ 3,535,934

* Each fund individually represented 5% or more of the Plan's net assets at December 31, 2012.

ESTIMATED FAIR VALUE OF INVESTMENTS AS OF DECEMBER 31, 2011

		Fair Value
*	Fidelity Retirement Money Market	$ 1,006,063
*	Puritan Fund	274,044
*	Contra Fund	441,545
*	Growth & Income Fund	328,126
*	Intermediate Bond Fund	273,517
*	Spartan 500 Index Adv	310,863
	Investments in mutual funds with individual balances representing less than 5% of net assets	756,012
	Total investments	$ 3,390,170

* Each fund individually represented 5% or more of the Plan's net assets at December 31, 2011.

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 6. FAIR VALUE MEASUREMENTS:

The framework for measuring fair values 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical 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.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 6. FAIR VALUE MEASUREMENTS (Continued):

The following table sets forth by level, the Plan's assets at fair value as of December 31, 2012 and December 31, 2011.

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,535,934	$ -	$ -	$ 3,535,934
Total investments at fair value	$ 3,535,934	$ -	$ -	$ 3,535,934

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,390,170	$ -	$ -	$ 3,390,170
Total investments at fair value	$ 3,390,170	$ -	$ -	$ 3,390,170

Note 7. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 8. INCOME TAX STATUS:

The Internal Revenue Service has determined and informed the Company by a letter dated December 23, 2003, that the Plan and related Trust, as designed by Fidelity Management and Research Company, are in accordance with the applicable sections of the Internal Revenue Code.

The Plan recognizes the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a "more-likely-than-not" threshold, the amount recognized in the financial statements is the benefit expected to be realized upon settlement with the tax authority. For tax positions not meeting the threshold, no financial statement benefit is recognized. As of December 31, 2012, the Plan has no uncertain tax positions. The Plan recognizes interest and penalties, if any, related to uncertain tax positions as income tax expense. Annual returns for the years prior to 2009 are no longer subject to examination by tax authorities.

Note 9. ADMINISTRATIVE COSTS:

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. In addition to the Trustee fees, certain audit and accounting fees were paid by the Company. Total fees paid the by the Plan were $1,915 for the year ended December 31, 2012.

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND DECEMBER 31, 2012

Note 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the financial statements to Form 5500 as of and for the year ended December 31:

Net assets available for benefits per financial statements	$ 3,626,726
Contribution refundable as of December 31, 2012	1,111
Employee contributions receivable as of December 31, 2012	(6,792)
Net assets available for benefits per Form 5500	$ 3,621,045
Increase in net assets per financial statements	$ 125,685
Contribution refundable as of December 31, 2012	1,111
Employee contributions receivable as of December 31, 2011	5,892
Employee contributions receivable as of December 31, 2012	(6,792)
Increase in net assets per Form 5500	$ 125,896

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(k) PLAN

SUPPLEMENTAL INFORMATION

PORTOLA HOTEL AND SPA AT MONTEREY BAY
401(K) PLAN

PLAN NUMBER - 001, EIN 86-0316128

SCHEDULE OF ASSETS HELD FOR INVESTMENT
FORM 5500 - Schedule H, Part IV, Line 4i
(Required by ERISA Sec. 103(b) (3) (c))

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
*	Funds Held By Fidelity Investments:		
	FID Puritan	Mutual Fund	$ 307,362
	FID Contrafund	Mutual Fund	480,403
	FID Growth & Income	Mutual Fund	372,770
	FID Intermediate Bond	Mutual Fund	283,014
	FID Independence	Mutual Fund	154,584
	FID OTC Portfolio	Mutual Fund	76,267
	FID Overseas	Mutual Fund	145,184
	FID Freedom Income	Mutual Fund	1,295
	FID Freedom 2000	Mutual Fund	4,125
	FID Freedom 2010	Mutual Fund	3,458
	FID Freedom 2020	Mutual Fund	80,922
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	FID Freedom 2025	Mutual Fund	18,704
	FID Freedom 2035	Mutual Fund	34,431
	FID Freedom 2050	Mutual Fund	10,495
	FID GR Strategies	Mutual Fund	178,283
	Spartan 500 Index Inv	Mutual Fund	353
	Total investments		$ 3,535,934
	Participant loans	Interest at 9.50%	$ 85,111

* Represents a party in interest to the Plan
Column (d), Cost Information, is not applicable

See notes to financial statements.