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
THE SANDESTIN BEACH HILTON 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1991

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

THE SANDESTIN BEACH HILTON

4000 SANDESTIN BLVD. S.
DESTIN, FL 32550

2b Employer Identification Number (EIN)
59-3398821

2c Sponsor's telephone number
850-267-9609

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.	10/11/2013	KRISTINA MACKENZIE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	KRISTINA MACKENZIE
	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

THE SANDESTIN BEACH HILTON

4000 SANDESTIN BLVD. S.
DESTIN, FL 32550

3b Administrator's EIN
59-3398821

3c Administrator's telephone number
850-267-9609

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**	408
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**	391
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	19
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	410
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	410
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	145
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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:
2J 2E 2F 2K 2G 3D 2T 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
THE SANDESTIN BEACH HILTON 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE SANDESTIN BEACH HILTON

D Employer Identification Number (EIN)
59-3398821

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	35985-001	410	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	5299

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

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

REGISTER FINANCIAL ASSOCIATES, INC.
3500 LENOX ROAD
SUITE 1700
ATLANTA, GA 30326

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	5299	SERVICES TO INSURER OR PLAN	4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	966602
5	Current value of plan's interest under this contract in separate accounts at year end	5	2588033

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	846539
c	Additions: (1) Contributions deposited during the year	7c(1)	183255		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	16527		
	(4) Transferred from separate account	7c(4)	14919		
	(5) Other (specify below)	7c(5)	33234		
	▶ LOAN REPAYS MISC IN FORF CREDITS				
	(6) Total additions			7c(6)	247935
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	1094474
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	63903		
	(2) Administration charge made by carrier	7e(2)	1253		
	(3) Transferred to separate account	7e(3)	5346		
	(4) Other (specify below)	7e(4)	57370		
	▶ LOAN INIT MISC OUT FORF DEBITS				
	(5) Total deductions			7e(5)	127872
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	966602

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
THE SANDESTIN BEACH HILTON 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE SANDESTIN BEACH HILTON

D Employer Identification Number (EIN)
59-3398821

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64 14	NONE	9036	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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	80.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
THE SANDESTIN BEACH HILTON 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE SANDESTIN BEACH HILTON

D Employer Identification Number (EIN)
59-3398821

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LCV/BARROW HANLEY FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-312	P	52736

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-185	P	126970

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELL MGMT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-187	P	33740

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-132	P	50550

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GR/TIMESSQUARE FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-186	P	89686

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENT 20TH CNTRY ULTRA

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-108	P	47663

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN BAL SHEET INV A

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-272	P	121005

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/TEMPLETON GROWTH STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81265

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY EQ INC INV SHR

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-304	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 130315

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OFII GLOBAL STRATEGY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-308	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 163197

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR EQ IN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-098	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 112165

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/TEMPLETON FOREIGN STGY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91981

a Name of MTIA, CCT, PSA, or 103-12 IE: VICTORY DIV STOCK FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-353	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47554

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME AGGRESSIVE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-166	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 217339

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME GROWTH FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 183641

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-168	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 299213

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME CONSERVATIVE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-169	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89261

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME INCOME & EQUITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-170	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27079

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-250	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 216658

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 406015

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
THE SANDESTIN BEACH HILTON 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE SANDESTIN BEACH HILTON

D Employer Identification Number (EIN)
59-3398821

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)		
(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)	141335	179691
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2565124	2588033
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	846539	966603
(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	3552998	3734327
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	3552998	3734327

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)	139756	
(B) Participants	2a(1)(B)	342105	
(C) Others (including rollovers)	2a(1)(C)	31062	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		512923
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5077	
(F) Other	2b(1)(F)	16527	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		21604
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		333474
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		868001
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	669177	
(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)		669177
f Corrective distributions (see instructions)	2f		8225
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9270	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9270
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		686672
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		181329
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: DIXON HUGHES GOODMAN LLP **(2)** EIN: 56-0747981

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
THE SANDESTIN BEACH HILTON 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE SANDESTIN BEACH HILTON

D Employer Identification Number (EIN)
59-3398821

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): 22-1211670

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):

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Audited Financial Statements and Supplemental Schedule

December 31, 2012 and 2011



DIXON HUGHES GOODMAN LLP

Certified Public Accountants and Advisors

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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Independent Auditors' Report

To the Participants and Plan Administrator
Sandestin Beach Hilton 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Sandestin Beach Hilton 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), 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 the Prudential Retirement Insurance and Annuity Company, the custodian 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 the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

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Disclaimer of Opinion

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

Other Matter

The supplemental schedule as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Dixon Hughes Goodman LLP

October 9, 2013

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value		
Guaranteed investment contract	$ 966,603	$ 846,539
Pooled separate accounts	2,588,033	2,565,124
Total investments	3,554,636	3,411,663
Notes receivable from participants	179,691	141,335
Total assets	3,734,327	3,552,998
Liabilities		
Excess contributions refundable to participants	9,413	8,158
Net assets available for benefits	$ 3,724,914	$ 3,544,840

See accompanying notes and independent auditors' report.

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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	$ 333,474
Interest income	16,527
Net investment gain	350,001
Interest income on notes receivable from participants	5,077
Contributions:	
Employees	334,079
Employer	139,756
Rollovers	31,062
	504,897
Total additions	859,975
Deductions from net assets attributed to:	
Benefits paid to participants	669,242
Other expenses	10,659
Total deductions	679,901
Net increase	180,074
Net assets available for benefits:	
Beginning of year	3,544,840
End of year	$ 3,724,914

See accompanying notes and independent auditors' report.

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

1. Plan Description

The following description of the Sandestin Beach Hilton 401(k) Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Sandestin Beach Hilton (the "Employer"). Employees are eligible to become participants in the Plan on or before a monthly entry date, are full-time, and are age 20 or older, as defined in the Plan Document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute allowable compensation, as defined in the Plan document, subject to Internal Revenue Code ("IRC") limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Employer makes a matching contribution, which for 2012 was 50% of the first 3% of eligible earnings that a participant contributed to the Plan. Matching contributions by the Employer amounted to $71,523 for the year ended December 31, 2012. Additional discretionary amounts may be contributed at the option of the Company's board of directors. The discretionary contribution for the year ended December 31, 2012, was $68,233.

Participant Accounts

Each participant's account is credited with the participant's contributions, and allocations of: (a) the Employer's contributions, (b) Plan earnings, and (c) forfeitures of terminated participant's non-vested accounts and charged with withdrawals and allocations of (a) Plan expenses and (b) Plan losses. Allocations are based on participant earnings 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 account.

Forfeitures

Forfeited accounts amounted to $5,313 and $8,175 at December 31, 2012 and 2011, respectively. Forfeited accounts will be used to reduce future employer matching contributions and/or pay administrative expenses of the Plan. During 2012, forfeitures used were approximately $4,500.

1. Plan Description (continued)

Vesting

Participants are immediately vested in their elective deferrals plus actual earnings thereon. Vesting in the Employer matching and discretionary contributions plus actual earnings thereon is based on years of continuous service as follows:

Years of Service	Percent Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Participants' accounts become fully vested upon reaching normal retirement age.

Note Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. A participant may have one outstanding loan at any given time. The loans are secured by the balance in the participant′s account and bear interest at rates ranging from 3.25% to 8.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through payroll deductions.

Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts and a guaranteed investment contract as options for participants.

Payment of Benefits

On termination of service, 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 a period of years. Hardship distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59 ½.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

2. Significant Accounting Policies (continued)

Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

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 4 for discussion of fair value measurements.

Guaranteed investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the guaranteed investment contract as well as the adjustment to the fully benefit-responsive guaranteed investment contract from fair value to contract value when there is a material adjustment between the two. At December 31, 2012 and 2011, there was no material difference between fair value and contract value; therefore, no adjustment is reflected in the statements of net assets available for benefits.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation 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 balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

Benefits are recorded upon distribution.

2. Significant Accounting Policies (continued)

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Employer, as provided by the Plan Document. Certain administrative functions are performed by employees of the Employer. No such employee receives compensation from the Plan. Expenses relating to specific participant transactions (such as distribution fees), if any, are charged directly to the participant's account.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2013, which is the date the financial statements were available to be issued.

3. Investments

The following table presents investments representing 5% or more of the Plan's net assets at December 31:

	2012	2011
Guaranteed Income Fund:		
Prudential Guaranteed Income Fund	$ 966,602	$ 846,539
Pooled Separate Accounts:		
Dryden S&P 500 Index Fund	406,015	582,356
Prudential Lifetime 40 Fund	299,213	240,308
Prudential Lifetime 20 Fund	217,339	*
Core Bond Fund	216,658	*

* Amount represents less than 5% of net assets.

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

Pooled separate accounts	$ 333,474
Prudential Guaranteed Income Fund	16,527
	$ 350,001

4. Fair Value Measurements

Fair value as defined under GAAP is an exit price, representing 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. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

Level 2 investment securities include pooled separate accounts for which quoted prices are not available in active markets for identical instruments. These investments are valued using the net asset value (NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV of certain pooled separate accounts is classified within Level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Guaranteed investment contracts are reported at contract value which approximates fair value. The value represents contributions to the account plus interest less any withdrawals for benefit payments and expenses. Disclosure of unobservable inputs to fair value measurement has not been included for guaranteed investment contracts because quantitative unobservable inputs are not developed by the Plan when measuring fair value and have not been made available to the Plan by the insurance company. Due to significant unobservable inputs included in the valuation models for the guaranteed investment contract, the resulting fair values of these securities are classified as Level 3.

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

	As of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Equity[(a)]	$ -	$ 1,610,363	$ -	$ 1,610,363
Balanced[(b)]	-	761,012	-	761,012
Fixed income[(c)]	-	216,658	-	216,658
Guaranteed investment contract	-	-	966,603	966,603
Total	$ -	$ 2,588,033	$ 966,603	$ 3,554,636

4. Fair Value Measurements (continued)

	As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Equity[(a)]	$ -	$ 1,751,622	$ -	$ 1,751,622
Balanced[(b)]	-	661,511	-	661,511
Fixed income[(c)]	-	151,991	-	151,991
Guaranteed investment contract	-	-	846,539	846,539
Total	$ -	$ 2,565,124	$ 846,539	$ 3,411,663

(a) Equity fund strategies seek capital appreciation by investing in equity securities.

(b) These investments seek a total return consisting of long-term growth of capital and current income, designed to remain appropriate for investors in terms of risk throughout a variety of life circumstances.

(c) These investments are invested in a mix of fixed income securities to reflect a broad fixed income market.

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	Guaranteed Interest Accounts
Balance, beginning of the year	$ 846,539
Purchases	226,363
Sales	(121,573)
Other fees	(1,253)
Investment income	16,527
Balance, end of year	$ 966,603

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

The preceding 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, 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.

5. Unaudited Information Certified by the Custodian

The accompanying financial statements include the following unaudited information as of December 31, 2012 and 2011, and for the year ended December 31, 2012 that was obtained from data prepared by and certified to be complete and accurate by the Plan's custodian.

	December 31,	
	2012	2011
Total investments, at fair value	$ 3,554,635	$ 3,411,663
Notes receivable from participants	$ 179,691	
Interest income	$ 16,527	
Interest income on notes receivable from participants	$ 5,077	
Net appreciation in fair value	$ 333,474	

The certification mentioned above includes all investment information discussed in Notes 3 and 4.

6. Investment Contract with Insurance Company

The Plan has entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

GAAP requires the guaranteed investment contract to be included in the financial statements at fair value and then adjusted to contract value. Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported by the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Document (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

6. Investment Contract with Insurance Company (continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.5%. Such interest rates are reviewed on a quarterly basis for resetting.

	2012	2011
Average yields:		
Based on actual earnings	1.80%	2.20%
Based on interest rate credited to participants	1.80%	2.20%

7. Excess Deferral Contributions

The Employer determined that during the Plan years 2012 and 2011, excess deferral contributions amounted to $9,413, and $8,158, respectively. The excess deferral contributions were returned to the applicable active participants by March 15 of the subsequent year, as required to satisfy the relevant nondiscrimination provisions of the Plan. Accordingly, the refundable amounts are reflected as a liability and netted against contributions received from participants.

8. 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.

9. Exempt Party-in-interest Transactions

Certain Plan investments are managed by Prudential. Prudential is the Plan's custodian and as such, transactions with the custodian qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each account. Notes receivable from participants also qualify as party-in-interest transactions.

10. Tax Status

The Plan has not obtained a determination letter from the Internal Revenue Service ("IRS") stating that the Plan was in compliance with the applicable requirement of the Internal Revenue Code ("IRC"). The Plan is relying on the IRS approval of the standardized prototype plan that it is utilizing. The IRS has determined and informed the trustee by letter dated March 31, 2008, that the prototype plan document was designed in accordance with applicable sections of the IRC. The Plan

10. Tax Status (continued)

Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

11. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 3,724,914	$ 3,544,840
Excess contributions refundable to participants	9,413	8,158
Net assets available for benefits per Form 5500	$ 3,734,327	$ 3,552,998

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

Net increase in assets available for benefits per the financial statements	$ 180,074
2011 Excess contribution refundable to participants	(8,158)
2012 Excess contribution refundable to participants	9,413
Net increase in assets available for benefits per the Form 5500	$ 181,329

12. Risks and Uncertainties

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

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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

December 31, 2012

Employer Identification Number: 59-3398821
Plan Number: 001

(a) Party--in-interest	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	Prudential Retirement Ins	Guaranteed Income Fund		$ 966,603
*	Prudential Retirement Ins	Lifetime 60 Fund		27,079
*	Prudential Retirement Ins	Lifetime 50 Fund		33,740
*	Prudential Retirement Ins	Lifetime 40 Fund		299,213
*	Prudential Retirement Ins	Lifetime 30 Fund		183,641
*	Prudential Retirement Ins	Lifetime 20 Fund		217,339
*	Prudential Retirement Ins	Dryden S&P 500 Index Fund		406,015
*	Prudential Retirement Ins	American 20th Century Ultra Account		47,663
*	Prudential Retirement Ins	Templeton Growth Strategy		81,265
*	Prudential Retirement Ins	Templeton Foreign Strategy		91,981
*	Prudential Retirement Ins	Large Cap Value / Barrow Hanley Fund		52,736
*	Prudential Retirement Ins	Mid Cap Growth / Times Square Fund		89,686
*	Prudential Retirement Ins	Mid Cap Growth / Artisan Partners		126,970
*	Prudential Retirement Ins	Mid Cap Value / Wellington Management		89,261
*	Prudential Retirement Ins	Oppenheimer Global/ Class A		163,197
*	Prudential Retirement Ins	Core Bond Fund		216,658
*	Prudential Retirement Ins	Fidelity Advisor Equity Income		112,165
*	Prudential Retirement Ins	American Century Equity Income		130,315
*	Prudential Retirement Ins	Franklin Balance Sheet Investment/ Class A		121,005
*	Prudential Retirement Ins	Small Cap Growth / Times Square Fund		50,550
*	Prudential Retirement Ins	Victory Div Stock Fund		47,554
*	Participant Loans***	3.25% - 8.25%, maturities through 2017		179,691
				$ 3,734,327

* Indicates party-in-interest
** Cost information omitted for participant-directed investments.
*** The accompanying financial statements classify participant loans as notes receivable from participants.

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Audited Financial Statements and Supplemental Schedule

December 31, 2012 and 2011



DIXON HUGHES GOODMAN LLP

Certified Public Accountants and Advisors

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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To the Participants and Plan Administrator
Sandestin Beach Hilton 401(k) Retirement Savings Plan

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We were engaged to audit the accompanying financial statements of Sandestin Beach Hilton 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), 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 the Prudential Retirement Insurance and Annuity Company, the custodian 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 the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

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Disclaimer of Opinion

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

Other Matter

The supplemental schedule as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Dixon Hughes Goodman LLP

October 9, 2013

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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December 31, 2012 and 2011

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Sandestin Beach Hilton 401(k) Retirement Savings Plan

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Employer	139,756
Rollovers	31,062
	504,897
Total additions	859,975
Deductions from net assets attributed to:	
Benefits paid to participants	669,242
Other expenses	10,659
Total deductions	679,901
Net increase	180,074
Net assets available for benefits:	
Beginning of year	3,544,840
End of year	$ 3,724,914

See accompanying notes and independent auditors' report.

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

1. Plan Description

The following description of the Sandestin Beach Hilton 401(k) Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Sandestin Beach Hilton (the "Employer"). Employees are eligible to become participants in the Plan on or before a monthly entry date, are full-time, and are age 20 or older, as defined in the Plan Document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute allowable compensation, as defined in the Plan document, subject to Internal Revenue Code ("IRC") limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Employer makes a matching contribution, which for 2012 was 50% of the first 3% of eligible earnings that a participant contributed to the Plan. Matching contributions by the Employer amounted to $71,523 for the year ended December 31, 2012. Additional discretionary amounts may be contributed at the option of the Company's board of directors. The discretionary contribution for the year ended December 31, 2012, was $68,233.

Participant Accounts

Each participant's account is credited with the participant's contributions, and allocations of: (a) the Employer's contributions, (b) Plan earnings, and (c) forfeitures of terminated participant's non-vested accounts and charged with withdrawals and allocations of (a) Plan expenses and (b) Plan losses. Allocations are based on participant earnings 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 account.

Forfeitures

Forfeited accounts amounted to $5,313 and $8,175 at December 31, 2012 and 2011, respectively. Forfeited accounts will be used to reduce future employer matching contributions and/or pay administrative expenses of the Plan. During 2012, forfeitures used were approximately $4,500.

1. Plan Description (continued)

Vesting

Participants are immediately vested in their elective deferrals plus actual earnings thereon. Vesting in the Employer matching and discretionary contributions plus actual earnings thereon is based on years of continuous service as follows:

Years of Service	Percent Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Participants' accounts become fully vested upon reaching normal retirement age.

Note Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. A participant may have one outstanding loan at any given time. The loans are secured by the balance in the participant′s account and bear interest at rates ranging from 3.25% to 8.25%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through payroll deductions.

Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts and a guaranteed investment contract as options for participants.

Payment of Benefits

On termination of service, 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 a period of years. Hardship distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59 ½.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

2. Significant Accounting Policies (continued)

Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

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 4 for discussion of fair value measurements.

Guaranteed investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the guaranteed investment contract as well as the adjustment to the fully benefit-responsive guaranteed investment contract from fair value to contract value when there is a material adjustment between the two. At December 31, 2012 and 2011, there was no material difference between fair value and contract value; therefore, no adjustment is reflected in the statements of net assets available for benefits.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation 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 balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

Benefits are recorded upon distribution.

2. Significant Accounting Policies (continued)

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Employer, as provided by the Plan Document. Certain administrative functions are performed by employees of the Employer. No such employee receives compensation from the Plan. Expenses relating to specific participant transactions (such as distribution fees), if any, are charged directly to the participant's account.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2013, which is the date the financial statements were available to be issued.

3. Investments

The following table presents investments representing 5% or more of the Plan's net assets at December 31:

	2012	2011
Guaranteed Income Fund:		
Prudential Guaranteed Income Fund	$ 966,602	$ 846,539
Pooled Separate Accounts:		
Dryden S&P 500 Index Fund	406,015	582,356
Prudential Lifetime 40 Fund	299,213	240,308
Prudential Lifetime 20 Fund	217,339	*
Core Bond Fund	216,658	*

* Amount represents less than 5% of net assets.

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

Pooled separate accounts	$ 333,474
Prudential Guaranteed Income Fund	16,527
	$ 350,001

4. Fair Value Measurements

Fair value as defined under GAAP is an exit price, representing 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. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

Level 2 investment securities include pooled separate accounts for which quoted prices are not available in active markets for identical instruments. These investments are valued using the net asset value (NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV of certain pooled separate accounts is classified within Level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Guaranteed investment contracts are reported at contract value which approximates fair value. The value represents contributions to the account plus interest less any withdrawals for benefit payments and expenses. Disclosure of unobservable inputs to fair value measurement has not been included for guaranteed investment contracts because quantitative unobservable inputs are not developed by the Plan when measuring fair value and have not been made available to the Plan by the insurance company. Due to significant unobservable inputs included in the valuation models for the guaranteed investment contract, the resulting fair values of these securities are classified as Level 3.

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

	As of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Equity[(a)]	$ -	$ 1,610,363	$ -	$ 1,610,363
Balanced[(b)]	-	761,012	-	761,012
Fixed income[(c)]	-	216,658	-	216,658
Guaranteed investment contract	-	-	966,603	966,603
Total	$ -	$ 2,588,033	$ 966,603	$ 3,554,636

4. Fair Value Measurements (continued)

	As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Equity[(a)]	$ -	$ 1,751,622	$ -	$ 1,751,622
Balanced[(b)]	-	661,511	-	661,511
Fixed income[(c)]	-	151,991	-	151,991
Guaranteed investment contract	-	-	846,539	846,539
Total	$ -	$ 2,565,124	$ 846,539	$ 3,411,663

(a) Equity fund strategies seek capital appreciation by investing in equity securities.

(b) These investments seek a total return consisting of long-term growth of capital and current income, designed to remain appropriate for investors in terms of risk throughout a variety of life circumstances.

(c) These investments are invested in a mix of fixed income securities to reflect a broad fixed income market.

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	Guaranteed Interest Accounts
Balance, beginning of the year	$ 846,539
Purchases	226,363
Sales	(121,573)
Other fees	(1,253)
Investment income	16,527
Balance, end of year	$ 966,603

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

The preceding 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, 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.

5. Unaudited Information Certified by the Custodian

The accompanying financial statements include the following unaudited information as of December 31, 2012 and 2011, and for the year ended December 31, 2012 that was obtained from data prepared by and certified to be complete and accurate by the Plan's custodian.

	December 31,	
	2012	2011
Total investments, at fair value	$ 3,554,635	$ 3,411,663
Notes receivable from participants	$ 179,691	
Interest income	$ 16,527	
Interest income on notes receivable from participants	$ 5,077	
Net appreciation in fair value	$ 333,474	

The certification mentioned above includes all investment information discussed in Notes 3 and 4.

6. Investment Contract with Insurance Company

The Plan has entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

GAAP requires the guaranteed investment contract to be included in the financial statements at fair value and then adjusted to contract value. Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported by the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Document (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

6. Investment Contract with Insurance Company (continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.5%. Such interest rates are reviewed on a quarterly basis for resetting.

	2012	2011
Average yields:		
Based on actual earnings	1.80%	2.20%
Based on interest rate credited to participants	1.80%	2.20%

7. Excess Deferral Contributions

The Employer determined that during the Plan years 2012 and 2011, excess deferral contributions amounted to $9,413, and $8,158, respectively. The excess deferral contributions were returned to the applicable active participants by March 15 of the subsequent year, as required to satisfy the relevant nondiscrimination provisions of the Plan. Accordingly, the refundable amounts are reflected as a liability and netted against contributions received from participants.

8. 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.

9. Exempt Party-in-interest Transactions

Certain Plan investments are managed by Prudential. Prudential is the Plan's custodian and as such, transactions with the custodian qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each account. Notes receivable from participants also qualify as party-in-interest transactions.

10. Tax Status

The Plan has not obtained a determination letter from the Internal Revenue Service ("IRS") stating that the Plan was in compliance with the applicable requirement of the Internal Revenue Code ("IRC"). The Plan is relying on the IRS approval of the standardized prototype plan that it is utilizing. The IRS has determined and informed the trustee by letter dated March 31, 2008, that the prototype plan document was designed in accordance with applicable sections of the IRC. The Plan

10. Tax Status (continued)

Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

11. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 3,724,914	$ 3,544,840
Excess contributions refundable to participants	9,413	8,158
Net assets available for benefits per Form 5500	$ 3,734,327	$ 3,552,998

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

Net increase in assets available for benefits per the financial statements	$ 180,074
2011 Excess contribution refundable to participants	(8,158)
2012 Excess contribution refundable to participants	9,413
Net increase in assets available for benefits per the Form 5500	$ 181,329

12. Risks and Uncertainties

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

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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

December 31, 2012

Employer Identification Number: 59-3398821
Plan Number: 001

(a) Party--in-interest	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	Prudential Retirement Ins	Guaranteed Income Fund		$ 966,603
*	Prudential Retirement Ins	Lifetime 60 Fund		27,079
*	Prudential Retirement Ins	Lifetime 50 Fund		33,740
*	Prudential Retirement Ins	Lifetime 40 Fund		299,213
*	Prudential Retirement Ins	Lifetime 30 Fund		183,641
*	Prudential Retirement Ins	Lifetime 20 Fund		217,339
*	Prudential Retirement Ins	Dryden S&P 500 Index Fund		406,015
*	Prudential Retirement Ins	American 20th Century Ultra Account		47,663
*	Prudential Retirement Ins	Templeton Growth Strategy		81,265
*	Prudential Retirement Ins	Templeton Foreign Strategy		91,981
*	Prudential Retirement Ins	Large Cap Value / Barrow Hanley Fund		52,736
*	Prudential Retirement Ins	Mid Cap Growth / Times Square Fund		89,686
*	Prudential Retirement Ins	Mid Cap Growth / Artisan Partners		126,970
*	Prudential Retirement Ins	Mid Cap Value / Wellington Management		89,261
*	Prudential Retirement Ins	Oppenheimer Global/ Class A		163,197
*	Prudential Retirement Ins	Core Bond Fund		216,658
*	Prudential Retirement Ins	Fidelity Advisor Equity Income		112,165
*	Prudential Retirement Ins	American Century Equity Income		130,315
*	Prudential Retirement Ins	Franklin Balance Sheet Investment/ Class A		121,005
*	Prudential Retirement Ins	Small Cap Growth / Times Square Fund		50,550
*	Prudential Retirement Ins	Victory Div Stock Fund		47,554
*	Participant Loans***	3.25% - 8.25%, maturities through 2017		179,691
				$ 3,734,327

* Indicates party-in-interest
** Cost information omitted for participant-directed investments.
*** The accompanying financial statements classify participant loans as notes receivable from participants.

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Audited Financial Statements and Supplemental Schedule

December 31, 2012 and 2011



DIXON HUGHES GOODMAN LLP

Certified Public Accountants and Advisors

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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Independent Auditors' Report

To the Participants and Plan Administrator
Sandestin Beach Hilton 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Sandestin Beach Hilton 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), 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 the Prudential Retirement Insurance and Annuity Company, the custodian 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 the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

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Disclaimer of Opinion

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

Other Matter

The supplemental schedule as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Dixon Hughes Goodman LLP

October 9, 2013

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value		
Guaranteed investment contract	$ 966,603	$ 846,539
Pooled separate accounts	2,588,033	2,565,124
Total investments	3,554,636	3,411,663
Notes receivable from participants	179,691	141,335
Total assets	3,734,327	3,552,998
Liabilities		
Excess contributions refundable to participants	9,413	8,158
Net assets available for benefits	$ 3,724,914	$ 3,544,840

See accompanying notes and independent auditors' report.

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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	$ 333,474
Interest income	16,527
Net investment gain	350,001
Interest income on notes receivable from participants	5,077
Contributions:	
Employees	334,079
Employer	139,756
Rollovers	31,062
	504,897
Total additions	859,975
Deductions from net assets attributed to:	
Benefits paid to participants	669,242
Other expenses	10,659
Total deductions	679,901
Net increase	180,074
Net assets available for benefits:	
Beginning of year	3,544,840
End of year	$ 3,724,914

See accompanying notes and independent auditors' report.

Sandestin Beach Hilton 401(k) Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

1. Plan Description

The following description of the Sandestin Beach Hilton 401(k) Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Sandestin Beach Hilton (the "Employer"). Employees are eligible to become participants in the Plan on or before a monthly entry date, are full-time, and are age 20 or older, as defined in the Plan Document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute allowable compensation, as defined in the Plan document, subject to Internal Revenue Code ("IRC") limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Employer makes a matching contribution, which for 2012 was 50% of the first 3% of eligible earnings that a participant contributed to the Plan. Matching contributions by the Employer amounted to $71,523 for the year ended December 31, 2012. Additional discretionary amounts may be contributed at the option of the Company's board of directors. The discretionary contribution for the year ended December 31, 2012, was $68,233.

Participant Accounts

Each participant's account is credited with the participant's contributions, and allocations of: (a) the Employer's contributions, (b) Plan earnings, and (c) forfeitures of terminated participant's non-vested accounts and charged with withdrawals and allocations of (a) Plan expenses and (b) Plan losses. Allocations are based on participant earnings 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 account.

Forfeitures

Forfeited accounts amounted to $5,313 and $8,175 at December 31, 2012 and 2011, respectively. Forfeited accounts will be used to reduce future employer matching contributions and/or pay administrative expenses of the Plan. During 2012, forfeitures used were approximately $4,500.

1. Plan Description (continued)

Vesting

Participants are immediately vested in their elective deferrals plus actual earnings thereon. Vesting in the Employer matching and discretionary contributions plus actual earnings thereon is based on years of continuous service as follows:

Years of Service	Percent Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Participants' accounts become fully vested upon reaching normal retirement age.

Note Receivable from Participants

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Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts and a guaranteed investment contract as options for participants.

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On termination of service, 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 a period of years. Hardship distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59 ½.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

2. Significant Accounting Policies (continued)

Estimates

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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 4 for discussion of fair value measurements.

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

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

Payment of Benefits

Benefits are recorded upon distribution.

2. Significant Accounting Policies (continued)

Administrative Expenses

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Subsequent Events

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3. Investments

The following table presents investments representing 5% or more of the Plan's net assets at December 31:

	2012	2011
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Pooled separate accounts	$ 333,474
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- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

Level 2 investment securities include pooled separate accounts for which quoted prices are not available in active markets for identical instruments. These investments are valued using the net asset value (NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV of certain pooled separate accounts is classified within Level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Guaranteed investment contracts are reported at contract value which approximates fair value. The value represents contributions to the account plus interest less any withdrawals for benefit payments and expenses. Disclosure of unobservable inputs to fair value measurement has not been included for guaranteed investment contracts because quantitative unobservable inputs are not developed by the Plan when measuring fair value and have not been made available to the Plan by the insurance company. Due to significant unobservable inputs included in the valuation models for the guaranteed investment contract, the resulting fair values of these securities are classified as Level 3.

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

	As of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Equity[(a)]	$ -	$ 1,610,363	$ -	$ 1,610,363
Balanced[(b)]	-	761,012	-	761,012
Fixed income[(c)]	-	216,658	-	216,658
Guaranteed investment contract	-	-	966,603	966,603
Total	$ -	$ 2,588,033	$ 966,603	$ 3,554,636

4. Fair Value Measurements (continued)

	As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Equity[(a)]	$ -	$ 1,751,622	$ -	$ 1,751,622
Balanced[(b)]	-	661,511	-	661,511
Fixed income[(c)]	-	151,991	-	151,991
Guaranteed investment contract	-	-	846,539	846,539
Total	$ -	$ 2,565,124	$ 846,539	$ 3,411,663

(a) Equity fund strategies seek capital appreciation by investing in equity securities.

(b) These investments seek a total return consisting of long-term growth of capital and current income, designed to remain appropriate for investors in terms of risk throughout a variety of life circumstances.

(c) These investments are invested in a mix of fixed income securities to reflect a broad fixed income market.

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	Guaranteed Interest Accounts
Balance, beginning of the year	$ 846,539
Purchases	226,363
Sales	(121,573)
Other fees	(1,253)
Investment income	16,527
Balance, end of year	$ 966,603

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

The preceding 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, 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.

5. Unaudited Information Certified by the Custodian

The accompanying financial statements include the following unaudited information as of December 31, 2012 and 2011, and for the year ended December 31, 2012 that was obtained from data prepared by and certified to be complete and accurate by the Plan's custodian.

	December 31,	
	2012	2011
Total investments, at fair value	$ 3,554,635	$ 3,411,663
Notes receivable from participants	$ 179,691	
Interest income	$ 16,527	
Interest income on notes receivable from participants	$ 5,077	
Net appreciation in fair value	$ 333,474	

The certification mentioned above includes all investment information discussed in Notes 3 and 4.

6. Investment Contract with Insurance Company

The Plan has entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

GAAP requires the guaranteed investment contract to be included in the financial statements at fair value and then adjusted to contract value. Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported by the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Document (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

6. Investment Contract with Insurance Company (continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.5%. Such interest rates are reviewed on a quarterly basis for resetting.

	2012	2011
Average yields:		
Based on actual earnings	1.80%	2.20%
Based on interest rate credited to participants	1.80%	2.20%

7. Excess Deferral Contributions

The Employer determined that during the Plan years 2012 and 2011, excess deferral contributions amounted to $9,413, and $8,158, respectively. The excess deferral contributions were returned to the applicable active participants by March 15 of the subsequent year, as required to satisfy the relevant nondiscrimination provisions of the Plan. Accordingly, the refundable amounts are reflected as a liability and netted against contributions received from participants.

8. 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.

9. Exempt Party-in-interest Transactions

Certain Plan investments are managed by Prudential. Prudential is the Plan's custodian and as such, transactions with the custodian qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each account. Notes receivable from participants also qualify as party-in-interest transactions.

10. Tax Status

The Plan has not obtained a determination letter from the Internal Revenue Service ("IRS") stating that the Plan was in compliance with the applicable requirement of the Internal Revenue Code ("IRC"). The Plan is relying on the IRS approval of the standardized prototype plan that it is utilizing. The IRS has determined and informed the trustee by letter dated March 31, 2008, that the prototype plan document was designed in accordance with applicable sections of the IRC. The Plan

10. Tax Status (continued)

Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

11. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 3,724,914	$ 3,544,840
Excess contributions refundable to participants	9,413	8,158
Net assets available for benefits per Form 5500	$ 3,734,327	$ 3,552,998

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

Net increase in assets available for benefits per the financial statements	$ 180,074
2011 Excess contribution refundable to participants	(8,158)
2012 Excess contribution refundable to participants	9,413
Net increase in assets available for benefits per the Form 5500	$ 181,329

12. Risks and Uncertainties

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

Sandestin Beach Hilton 401(k) Retirement Savings Plan

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

December 31, 2012

Employer Identification Number: 59-3398821
Plan Number: 001

(a) Party--in-interest	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	Prudential Retirement Ins	Guaranteed Income Fund		$ 966,603
*	Prudential Retirement Ins	Lifetime 60 Fund		27,079
*	Prudential Retirement Ins	Lifetime 50 Fund		33,740
*	Prudential Retirement Ins	Lifetime 40 Fund		299,213
*	Prudential Retirement Ins	Lifetime 30 Fund		183,641
*	Prudential Retirement Ins	Lifetime 20 Fund		217,339
*	Prudential Retirement Ins	Dryden S&P 500 Index Fund		406,015
*	Prudential Retirement Ins	American 20th Century Ultra Account		47,663
*	Prudential Retirement Ins	Templeton Growth Strategy		81,265
*	Prudential Retirement Ins	Templeton Foreign Strategy		91,981
*	Prudential Retirement Ins	Large Cap Value / Barrow Hanley Fund		52,736
*	Prudential Retirement Ins	Mid Cap Growth / Times Square Fund		89,686
*	Prudential Retirement Ins	Mid Cap Growth / Artisan Partners		126,970
*	Prudential Retirement Ins	Mid Cap Value / Wellington Management		89,261
*	Prudential Retirement Ins	Oppenheimer Global/ Class A		163,197
*	Prudential Retirement Ins	Core Bond Fund		216,658
*	Prudential Retirement Ins	Fidelity Advisor Equity Income		112,165
*	Prudential Retirement Ins	American Century Equity Income		130,315
*	Prudential Retirement Ins	Franklin Balance Sheet Investment/ Class A		121,005
*	Prudential Retirement Ins	Small Cap Growth / Times Square Fund		50,550
*	Prudential Retirement Ins	Victory Div Stock Fund		47,554
*	Participant Loans***	3.25% - 8.25%, maturities through 2017		179,691
				$ 3,734,327

* Indicates party-in-interest
** Cost information omitted for participant-directed investments.
*** The accompanying financial statements classify participant loans as notes receivable from participants.