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
VI RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1990

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

CLASSIC RESIDENCE MANAGEMENT, LP

71 S. WACKER DRIVE, SUITE 900
CHICAGO, IL 60606-3417

2b Employer Identification Number (EIN)
36-3558465

2c Sponsor's telephone number
312-803-8504

2d Business code (see instructions)
623000

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.	10/14/2013	JUDY WHITCOMB
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4151
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**	2904
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	442
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3347
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	9
f	Total. Add lines **6d** and **6e**	**6f**	3356
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1564
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4B

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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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

METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5581829	65978	6102562	5	01/01/2012	12/31/2012

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

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

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

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

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

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

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

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

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

(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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

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 ▶

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

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** [X] 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**	2135
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? [X] Yes [ ] No

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

BASIS OF PREMIUM RATES

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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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

AMERICAN FUNDS

95-1411037

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

ARTISAN

39-1811840

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

DREYFUS

13-5673135

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

MFS

04-2747644

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

OAKMARK

04-3276558

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

PIMCO FUNDS

95-2632339

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

T. ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 37 38 49 50 52 59 60 62 63 64	SERVICE PROVIDER	66103	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ELLWOOD ASSOCIATES

36-3121777

(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?
16 50	SERVICE PROVIDER	25000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N60

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251407-001	C	11716815

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S & P MIDCAP INDEX N35

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-3224226-001	C	999125

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

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)	2679886	1854971
(2) Participant contributions	1b(2)	214355	
(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)	2692934	2160298
(9) Value of interest in common/collective trusts	1c(9)	14760229	12715940
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	31323693	30072684
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	51671097	46803893
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	51671097	46803893

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)	1991605	
(B) Participants	2a(1)(B)	3481184	
(C) Others (including rollovers)	2a(1)(C)	51178	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5523967
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)	106819	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		106819
(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)	472766	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		472766
(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)		325806
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3364175
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		9793533
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14306170	
(2) To insurance carriers for the provision of benefits	2e(2)	2135	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		14308305
f Corrective distributions (see instructions)	2f		157679
g Certain deemed distributions of participant loans (see instructions)	2g		103316
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)	91437	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		91437
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		14660737
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-4867204
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KPMG **(2)** EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		5500
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
VI RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC RESIDENCE MANAGEMENT, LP

D Employer Identification Number (EIN)
36-3558465

Part I Distributions

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

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

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

EIN(s): 41-6257133

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

VI
RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

VI
RETIREMENT PLAN

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KPMG LLP
Aon Center
Suite 5500
200 East Randolph Drive
Chicago, IL 60601-6436

Independent Auditors' Report

The Plan Administrator
Vi Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Vi Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for plan benefits for the years then ended, the supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

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 error or fraud.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting an 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 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3 to the financial statements, which was certified by Wells Fargo Trust Operations, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011 that the information provided to the plan administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

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

Other Matter

The supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter discussed in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with 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 the Employee Retirement Income Security Act of 1974.

KPMG LLP

Chicago, Illinois
October 4, 2013

VI
RETIREMENT PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	2012	2011
Investments at fair value	$ 43,128,596	46,439,094
Notes receivable from participants	2,160,298	2,692,934
Contributions receivable:		
Employer	1,854,971	2,679,886
Employee	—	214,355
Total contributions receivable	1,854,971	2,894,241
Net assets available for plan benefits	47,143,865	52,026,269
Adjustment from fair value to contract value for investment in guaranteed interest fund	(339,972)	(355,172)
Net assets available for plan benefits	$ 46,803,893	51,671,097

See accompanying notes to financial statements.

VI
RETIREMENT PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributable to:		
Interest and dividend income	$ 579,585	597,153
Net appreciation in fair value of investments	3,689,981	—
Contributions:		
Participants	3,481,184	4,601,435
Employer's	1,991,605	2,679,886
Rollovers	51,178	231,759
Total additions	9,793,533	8,110,233
Deductions to net assets attributable to:		
Benefits paid to participants, distributions, and withdrawals	14,569,300	6,020,948
Net depreciation in fair value of investments	—	659,279
Administrative expenses	91,437	88,162
Total deductions	14,660,737	6,768,389
Net (decrease) increase in net assets available for plan benefits	(4,867,204)	1,341,844
Net assets available for plan benefits:		
Beginning of year	51,671,097	50,329,253
End of year	$ 46,803,893	51,671,097

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Vi Retirement Plan (the Plan) (formerly known as the Classic Residence by Hyatt Retirement Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. The Plan was adopted on January 1, 1990.

(a) General

The Plan is a defined contribution plan sponsored by Classic Residence Management Limited Partnership and affiliated participating corporations and covers substantially all employees who have attained age 21 and completed two months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2011, certain affiliated operating communities of Classic Residence Management Limited Partnership entered into a purchase agreement to sell certain assets and liabilities to an unrelated party. Of the nine affiliated communities, eight closed on the sale during 2011 and one closed on the sale during 2012. As a result of this sale, the participants from the nine affiliates that were sold became fully vested in employer-matching contributions.

(b) Payment of Benefits

In the event of a participant's termination of employment by reason of voluntary or involuntary severance of employment, death, disability, or retirement, the participant shall be immediately entitled to their benefits under the Plan.

(c) Vesting of Benefits

Participants are immediately vested in their contributions, qualified nonelective contributions, and rollover account balances plus actual earnings thereon. Effective January 1, 2007, employer-matching contributions become 100% vested after three years of service. Prior to completion of three years of service, employer-matching contributions are 0% vested. Forfeitures are applied to reduce Company contributions to the Plan. At December 31, 2012 and 2011, forfeited nonvested accounts totaled $72,211 and $49,359, respectively. Forfeitures used to reduce employer contributions were $49,359 and $57,144 in 2012 and 2011, respectively.

Effective January 1, 2013, the three year vesting period will no longer apply to the employer-matching contributions that are made for 2013 employee contributions, and the new employer-matching contributions become 100% vested immediately. The three year vesting period will still apply to the employer-match for plan years prior to 2013.

(d) Contributions and Funding Policy

Eligible participants can enroll in the Plan once age and service requirements are met. Plan participants may contribute up to 25% of pretax annual compensation, as defined in the Plan, or the Internal Revenue Service (IRS) limits of their compensation for each regular pay period. The percentage election is made at the time of enrollment into the Plan, but may be changed or discontinued at any time. Prior to January 1, 2005, employer-matching contributions were equal to

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50% of the first 3% of an employee's elective contribution and employer discretionary contributions were 3% of eligible participant compensation. Effective January 1, 2005, employer-matching contributions are equal to 100% of the first 4% of an employee's elective contribution. For every dollar in excess of 4% of a participant's salary and limited to 6% of a participant's salary, the employer matches each participant's contribution in an amount equal to 50% of the participant's deferral. Effective January 1, 2005, discretionary contributions are no longer allowed under the provisions of the Plan.

Employer-matching contributions are funded subsequent to year-end in accordance with IRS regulations. The employer-matching contribution for 2012 was made during March 2013. Effective January 1, 2013, the Plan will increase the frequency of the employer-matching contribution from an annual match to a per pay period match. Employees who make contributions to the Plan beginning with the first pay period in 2013 will receive an employer-matching contribution each pay period.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the employers' contributions and (b) plan earnings. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers multiple investment options for participants, including mutual funds, money market funds, and fixed income funds.

(f) Notes Receivable from Participants

The Plan applies the provisions of Accounting Standards Update (ASU) No. 2010-25, *Plan Accounting – Defined Contribution Pension Plans* (ASU 2010-25). ASU 2010-25 amends Accounting Standards Codification (ASC) Topic 962, *Plan Accounting – Defined Contribution Pension Plans,* to clarify reporting and disclosure requirements for loans to participants by defined contribution pension plans.

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 account balance. Loan terms range from one to five years, with the exception of real estate loans, which may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates on participant loans range from 5.25% to 10.25% at December 31, 2012 and 2011. Principal and interest are paid ratably through monthly payroll deductions and are credited to participants' accounts at that time. Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

(g) Administrative Expenses

Plan administrative expenses are charged across all participant accounts.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

As described in ASC Topic 946, *Defined Contribution Pension Plans*, 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. As required by ASC Topics 946 and 962, the 2012 and 2011 statements of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustments of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on a contract value basis.

(b) Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(c) Fair Value Measurements

The Plan applies the provisions of ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amends ASC Subtopic 820-10, *Fair Value Measurements and Disclosures*, to provide additional disclosure requirements for transfers into and out of Levels 1 and 2 and for activity in Level 3 and to clarify other existing disclosure requirements.

ASC Subtopic 820-10 defines fair value as 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. ASC Subtopic 820-10 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

ASC Subtopic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

> Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

(Continued)

Level 2 – inputs are observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – inputs are unobservable inputs for the asset or liability.

The Level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

(d) Investments

The investments of the Plan are held in trust by the Custodian and are reported at fair value. The fair value of the Wells Fargo Stable Return Fund N60 is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The Wells Fargo Stable Return Fund N60 is considered Level 2 in the fair value hierarchy. All other investment funds are reported at fair value, determined primarily by use of quoted market values, as reported by the Custodian and are considered Level 1 in the fair value hierarchy. 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.

(e) Subsequent Events

In connection with the preparation of the financial statements and in accordance with ASC Topic 855, *Subsequent Events*, the Plan evaluated subsequent events after the statements of net assets available for plan benefits date of December 31, 2012 through October 4, 2013, which was the date the financial statements were available to be issued.

(3) Information Certified by the Custodian

The amounts representing the contract value of the Wells Fargo Stable Return Fund N60, fair value of all other investment funds, interest and dividend income, and net appreciation (depreciation) in fair value of investments included in the accompanying financial statements and supplemental schedules of assets held at end of year were provided and certified by the Plan's Custodian, Wells Fargo Trust Operations, as being complete and accurate as of and for the years ended December 31, 2012 and 2011.

(4) Related-Party Transactions

Certain plan investment options are managed by the Custodian of the Plan, whereby these transactions qualify as party in interest. Fees charged to the Plan by the Custodian during the years ended December 31, 2012 and 2011 were $91,437 and $88,162, respectively.

(5) Plan Termination

Although it has not expressed any intent to do so, the Plan's sponsor 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.

(6) Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Mutual funds:		
T. Rowe Price Blue Chip Growth	$ 3,601,613	3,392,497
Dreyfus Appreciation Fund	2,630,846	2,936,094
Small Cap Opportunities Fund	3,364,460	3,862,664
Stable Return Fund N60	12,056,787	14,213,707
American Europacific Growth Fund	3,033,269	3,615,621
PIMCO Total Return	4,442,658	3,699,167
Oakmark Equity and Income	5,337,455	6,456,869
MFS Value Fund	2,402,436	N/A

The net appreciation (depreciation) in fair value of investments during 2012 and 2011 is attributable to mutual fund investments, excluding the Wells Fargo Stable Return Fund N60 (the Stable Return Fund).

(7) Investment Contract

The Plan maintains a collective trust fund, the Stable Return Fund, sponsored by Wells Fargo Bank, N.A. The Stable Return Fund does not invest directly in fully benefit-responsive contracts. The yield earned by the Stable Return Fund at December 31, 2012 and 2011 was 0.94% and 1.56%, respectively. This represents the annualized earnings of all investments in the Stable Return Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011. The yield earned by the Stable Return Fund with an adjustment to reflect the actual interest rate credited to participants in the Stable Return Fund at December 31, 2012 and 2011 was 1.95% and 2.33%, respectively. This represents the annualized earnings credited to participants in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011, respectively.

(Continued)

As described in note 2(d), because certain guaranteed investment contracts are fully benefit responsive, contract value is the relevant value measurement attribute for that portion of the net assets available for plan benefits attributable to that guaranteed investment contract. Contract value, as reported to the Plan by the trustees, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. 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 documents (including complete or partial plan termination or merger with another plan); (2) bankruptcy of the plan sponsor or other plan sponsor events that cause a significant withdrawal from the Plan; or (3) the failure of the Plan 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.

(8) Tax Status

The Plan received an IRS opinion letter dated January 31, 2006 related to the Plan prototype, indicating that it is qualified under Section 401(a) of the Internal Revenue Code (IRC), and therefore, the Plan is exempt from tax under Section 501(a) of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan 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 2008.

(9) Risks and Uncertainties

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

Supplemental Schedule 1

VI
RETIREMENT PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

Identity of party involved	Relationship to plan, employer, or other party in interest	Description of transaction including rate of interest	Amount on line 4(a)	Saved interest
Vi Retirement Plan	Plan Sponsor	2012 Employee deferrals not deposited to Plan in a timely manner	$ 5,500	383

It was noted that there was an unintentional delay by the Plan Sponsor in submitting 2012 employee deferrals to the trustee for one special payroll period in the amount of $5,500, which was corrected in 2012. As this unintentional delay in 2012 actually benefitted the participant affected, the Plan Sponsor elected to leave the earnings in the plan rather than removing them from the participant's account.

See accompanying independent auditors' report.

Supplemental Schedule 2

VI
RETIREMENT PLAN

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

December 31, 2012

		Units		Fair value
Investments:				
*	Advantage Index Fund	40,522	$	1,910,185
	American Europacific Growth Fund	74,933		3,033,269
	Artisan Emerging Markets Advantage Fund	12,125		161,499
*	Collective S&P Midcap Index	11,849		999,125
	Dreyfus Appreciation Fund	59,887		2,630,846
	MFS Value Fund	95,033		2,402,436
	Oakmark Equity and Income	187,279		5,337,455
	PIMCO Total Return Fund	395,254		4,442,658
*	Small Cap Opportunities Fund	102,638		3,364,460
*	Stable Return Fund N60	248,736		12,056,787
	T. Rowe Price Blue Chip Growth	79,104		3,601,613
	Vanguard Target Retirement Fund	16,930		206,375
	Vanguard Target Retirement 2010	1,549		37,381
	Vanguard Target Retirement 2015	27,643		369,863
	Vanguard Target Retirement 2020	14,243		339,415
	Vanguard Target Retirement 2025	28,578		388,372
	Vanguard Target Retirement 2030	30,034		702,199
	Vanguard Target Retirement 2035	34,322		483,600
	Vanguard Target Retirement 2040	14,514		336,433
	Vanguard Target Retirement 2045	12,365		179,913
	Vanguard Target Retirement 2050	6,267		144,712
	Total investments at fair value			43,128,596
*	Notes receivable from participants at amortized cost (interest rates from 5.25% to 10.25%, and maturity dates through December 29, 2017)			2,160,298
	Total investments and notes receivable		$	45,288,894

* Represents a party-in-interest investment.

See accompanying independent auditors' report.

VI
RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

VI
RETIREMENT PLAN

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KPMG LLP
Aon Center
Suite 5500
200 East Randolph Drive
Chicago, IL 60601-6436

Independent Auditors' Report

The Plan Administrator
Vi Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Vi Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for plan benefits for the years then ended, the supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

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 error or fraud.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting an 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 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3 to the financial statements, which was certified by Wells Fargo Trust Operations, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011 that the information provided to the plan administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

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

Other Matter

The supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter discussed in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with 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 the Employee Retirement Income Security Act of 1974.

KPMG LLP

Chicago, Illinois
October 4, 2013

VI
RETIREMENT PLAN

Statements of Net Assets Available for Plan Benefits

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Employer-matching contributions are funded subsequent to year-end in accordance with IRS regulations. The employer-matching contribution for 2012 was made during March 2013. Effective January 1, 2013, the Plan will increase the frequency of the employer-matching contribution from an annual match to a per pay period match. Employees who make contributions to the Plan beginning with the first pay period in 2013 will receive an employer-matching contribution each pay period.

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Plan administrative expenses are charged across all participant accounts.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

As described in ASC Topic 946, *Defined Contribution Pension Plans*, 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. As required by ASC Topics 946 and 962, the 2012 and 2011 statements of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustments of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on a contract value basis.

(b) Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(c) Fair Value Measurements

The Plan applies the provisions of ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amends ASC Subtopic 820-10, *Fair Value Measurements and Disclosures*, to provide additional disclosure requirements for transfers into and out of Levels 1 and 2 and for activity in Level 3 and to clarify other existing disclosure requirements.

ASC Subtopic 820-10 defines fair value as 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. ASC Subtopic 820-10 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

ASC Subtopic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

> Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

(Continued)

Level 2 – inputs are observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – inputs are unobservable inputs for the asset or liability.

The Level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

(d) Investments

The investments of the Plan are held in trust by the Custodian and are reported at fair value. The fair value of the Wells Fargo Stable Return Fund N60 is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The Wells Fargo Stable Return Fund N60 is considered Level 2 in the fair value hierarchy. All other investment funds are reported at fair value, determined primarily by use of quoted market values, as reported by the Custodian and are considered Level 1 in the fair value hierarchy. 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.

(e) Subsequent Events

In connection with the preparation of the financial statements and in accordance with ASC Topic 855, *Subsequent Events*, the Plan evaluated subsequent events after the statements of net assets available for plan benefits date of December 31, 2012 through October 4, 2013, which was the date the financial statements were available to be issued.

(3) Information Certified by the Custodian

The amounts representing the contract value of the Wells Fargo Stable Return Fund N60, fair value of all other investment funds, interest and dividend income, and net appreciation (depreciation) in fair value of investments included in the accompanying financial statements and supplemental schedules of assets held at end of year were provided and certified by the Plan's Custodian, Wells Fargo Trust Operations, as being complete and accurate as of and for the years ended December 31, 2012 and 2011.

(4) Related-Party Transactions

Certain plan investment options are managed by the Custodian of the Plan, whereby these transactions qualify as party in interest. Fees charged to the Plan by the Custodian during the years ended December 31, 2012 and 2011 were $91,437 and $88,162, respectively.

(5) Plan Termination

Although it has not expressed any intent to do so, the Plan's sponsor 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.

(6) Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Mutual funds:		
T. Rowe Price Blue Chip Growth	$ 3,601,613	3,392,497
Dreyfus Appreciation Fund	2,630,846	2,936,094
Small Cap Opportunities Fund	3,364,460	3,862,664
Stable Return Fund N60	12,056,787	14,213,707
American Europacific Growth Fund	3,033,269	3,615,621
PIMCO Total Return	4,442,658	3,699,167
Oakmark Equity and Income	5,337,455	6,456,869
MFS Value Fund	2,402,436	N/A

The net appreciation (depreciation) in fair value of investments during 2012 and 2011 is attributable to mutual fund investments, excluding the Wells Fargo Stable Return Fund N60 (the Stable Return Fund).

(7) Investment Contract

The Plan maintains a collective trust fund, the Stable Return Fund, sponsored by Wells Fargo Bank, N.A. The Stable Return Fund does not invest directly in fully benefit-responsive contracts. The yield earned by the Stable Return Fund at December 31, 2012 and 2011 was 0.94% and 1.56%, respectively. This represents the annualized earnings of all investments in the Stable Return Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011. The yield earned by the Stable Return Fund with an adjustment to reflect the actual interest rate credited to participants in the Stable Return Fund at December 31, 2012 and 2011 was 1.95% and 2.33%, respectively. This represents the annualized earnings credited to participants in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011, respectively.

(Continued)

As described in note 2(d), because certain guaranteed investment contracts are fully benefit responsive, contract value is the relevant value measurement attribute for that portion of the net assets available for plan benefits attributable to that guaranteed investment contract. Contract value, as reported to the Plan by the trustees, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. 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 documents (including complete or partial plan termination or merger with another plan); (2) bankruptcy of the plan sponsor or other plan sponsor events that cause a significant withdrawal from the Plan; or (3) the failure of the Plan 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.

(8) Tax Status

The Plan received an IRS opinion letter dated January 31, 2006 related to the Plan prototype, indicating that it is qualified under Section 401(a) of the Internal Revenue Code (IRC), and therefore, the Plan is exempt from tax under Section 501(a) of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan 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 2008.

(9) Risks and Uncertainties

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

Supplemental Schedule 1

VI
RETIREMENT PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

Identity of party involved	Relationship to plan, employer, or other party in interest	Description of transaction including rate of interest	Amount on line 4(a)	Saved interest
Vi Retirement Plan	Plan Sponsor	2012 Employee deferrals not deposited to Plan in a timely manner	$ 5,500	383

It was noted that there was an unintentional delay by the Plan Sponsor in submitting 2012 employee deferrals to the trustee for one special payroll period in the amount of $5,500, which was corrected in 2012. As this unintentional delay in 2012 actually benefitted the participant affected, the Plan Sponsor elected to leave the earnings in the plan rather than removing them from the participant's account.

See accompanying independent auditors' report.

Supplemental Schedule 2

VI
RETIREMENT PLAN

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

December 31, 2012

		Units		Fair value
Investments:				
*	Advantage Index Fund	40,522	$	1,910,185
	American Europacific Growth Fund	74,933		3,033,269
	Artisan Emerging Markets Advantage Fund	12,125		161,499
*	Collective S&P Midcap Index	11,849		999,125
	Dreyfus Appreciation Fund	59,887		2,630,846
	MFS Value Fund	95,033		2,402,436
	Oakmark Equity and Income	187,279		5,337,455
	PIMCO Total Return Fund	395,254		4,442,658
*	Small Cap Opportunities Fund	102,638		3,364,460
*	Stable Return Fund N60	248,736		12,056,787
	T. Rowe Price Blue Chip Growth	79,104		3,601,613
	Vanguard Target Retirement Fund	16,930		206,375
	Vanguard Target Retirement 2010	1,549		37,381
	Vanguard Target Retirement 2015	27,643		369,863
	Vanguard Target Retirement 2020	14,243		339,415
	Vanguard Target Retirement 2025	28,578		388,372
	Vanguard Target Retirement 2030	30,034		702,199
	Vanguard Target Retirement 2035	34,322		483,600
	Vanguard Target Retirement 2040	14,514		336,433
	Vanguard Target Retirement 2045	12,365		179,913
	Vanguard Target Retirement 2050	6,267		144,712
	Total investments at fair value			43,128,596
*	Notes receivable from participants at amortized cost (interest rates from 5.25% to 10.25%, and maturity dates through December 29, 2017)			2,160,298
	Total investments and notes receivable		$	45,288,894

* Represents a party-in-interest investment.

See accompanying independent auditors' report.

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RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

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RETIREMENT PLAN

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KPMG LLP
Aon Center
Suite 5500
200 East Randolph Drive
Chicago, IL 60601-6436

Independent Auditors' Report

The Plan Administrator
Vi Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Vi Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for plan benefits for the years then ended, the supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

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 error or fraud.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting an 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 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3 to the financial statements, which was certified by Wells Fargo Trust Operations, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011 that the information provided to the plan administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

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

Other Matter

The supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter discussed in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with 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 the Employee Retirement Income Security Act of 1974.

KPMG LLP

Chicago, Illinois
October 4, 2013

VI
RETIREMENT PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	2012	2011
Investments at fair value	$ 43,128,596	46,439,094
Notes receivable from participants	2,160,298	2,692,934
Contributions receivable:		
Employer	1,854,971	2,679,886
Employee	—	214,355
Total contributions receivable	1,854,971	2,894,241
Net assets available for plan benefits	47,143,865	52,026,269
Adjustment from fair value to contract value for investment in guaranteed interest fund	(339,972)	(355,172)
Net assets available for plan benefits	$ 46,803,893	51,671,097

See accompanying notes to financial statements.

VI
RETIREMENT PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributable to:		
Interest and dividend income	$ 579,585	597,153
Net appreciation in fair value of investments	3,689,981	—
Contributions:		
Participants	3,481,184	4,601,435
Employer's	1,991,605	2,679,886
Rollovers	51,178	231,759
Total additions	9,793,533	8,110,233
Deductions to net assets attributable to:		
Benefits paid to participants, distributions, and withdrawals	14,569,300	6,020,948
Net depreciation in fair value of investments	—	659,279
Administrative expenses	91,437	88,162
Total deductions	14,660,737	6,768,389
Net (decrease) increase in net assets available for plan benefits	(4,867,204)	1,341,844
Net assets available for plan benefits:		
Beginning of year	51,671,097	50,329,253
End of year	$ 46,803,893	51,671,097

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Vi Retirement Plan (the Plan) (formerly known as the Classic Residence by Hyatt Retirement Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. The Plan was adopted on January 1, 1990.

(a) General

The Plan is a defined contribution plan sponsored by Classic Residence Management Limited Partnership and affiliated participating corporations and covers substantially all employees who have attained age 21 and completed two months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2011, certain affiliated operating communities of Classic Residence Management Limited Partnership entered into a purchase agreement to sell certain assets and liabilities to an unrelated party. Of the nine affiliated communities, eight closed on the sale during 2011 and one closed on the sale during 2012. As a result of this sale, the participants from the nine affiliates that were sold became fully vested in employer-matching contributions.

(b) Payment of Benefits

In the event of a participant's termination of employment by reason of voluntary or involuntary severance of employment, death, disability, or retirement, the participant shall be immediately entitled to their benefits under the Plan.

(c) Vesting of Benefits

Participants are immediately vested in their contributions, qualified nonelective contributions, and rollover account balances plus actual earnings thereon. Effective January 1, 2007, employer-matching contributions become 100% vested after three years of service. Prior to completion of three years of service, employer-matching contributions are 0% vested. Forfeitures are applied to reduce Company contributions to the Plan. At December 31, 2012 and 2011, forfeited nonvested accounts totaled $72,211 and $49,359, respectively. Forfeitures used to reduce employer contributions were $49,359 and $57,144 in 2012 and 2011, respectively.

Effective January 1, 2013, the three year vesting period will no longer apply to the employer-matching contributions that are made for 2013 employee contributions, and the new employer-matching contributions become 100% vested immediately. The three year vesting period will still apply to the employer-match for plan years prior to 2013.

(d) Contributions and Funding Policy

Eligible participants can enroll in the Plan once age and service requirements are met. Plan participants may contribute up to 25% of pretax annual compensation, as defined in the Plan, or the Internal Revenue Service (IRS) limits of their compensation for each regular pay period. The percentage election is made at the time of enrollment into the Plan, but may be changed or discontinued at any time. Prior to January 1, 2005, employer-matching contributions were equal to

(Continued)

50% of the first 3% of an employee's elective contribution and employer discretionary contributions were 3% of eligible participant compensation. Effective January 1, 2005, employer-matching contributions are equal to 100% of the first 4% of an employee's elective contribution. For every dollar in excess of 4% of a participant's salary and limited to 6% of a participant's salary, the employer matches each participant's contribution in an amount equal to 50% of the participant's deferral. Effective January 1, 2005, discretionary contributions are no longer allowed under the provisions of the Plan.

Employer-matching contributions are funded subsequent to year-end in accordance with IRS regulations. The employer-matching contribution for 2012 was made during March 2013. Effective January 1, 2013, the Plan will increase the frequency of the employer-matching contribution from an annual match to a per pay period match. Employees who make contributions to the Plan beginning with the first pay period in 2013 will receive an employer-matching contribution each pay period.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the employers' contributions and (b) plan earnings. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers multiple investment options for participants, including mutual funds, money market funds, and fixed income funds.

(f) Notes Receivable from Participants

The Plan applies the provisions of Accounting Standards Update (ASU) No. 2010-25, *Plan Accounting – Defined Contribution Pension Plans* (ASU 2010-25). ASU 2010-25 amends Accounting Standards Codification (ASC) Topic 962, *Plan Accounting – Defined Contribution Pension Plans,* to clarify reporting and disclosure requirements for loans to participants by defined contribution pension plans.

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 account balance. Loan terms range from one to five years, with the exception of real estate loans, which may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates on participant loans range from 5.25% to 10.25% at December 31, 2012 and 2011. Principal and interest are paid ratably through monthly payroll deductions and are credited to participants' accounts at that time. Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

(g) Administrative Expenses

Plan administrative expenses are charged across all participant accounts.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

As described in ASC Topic 946, *Defined Contribution Pension Plans*, 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. As required by ASC Topics 946 and 962, the 2012 and 2011 statements of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustments of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on a contract value basis.

(b) Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(c) Fair Value Measurements

The Plan applies the provisions of ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amends ASC Subtopic 820-10, *Fair Value Measurements and Disclosures*, to provide additional disclosure requirements for transfers into and out of Levels 1 and 2 and for activity in Level 3 and to clarify other existing disclosure requirements.

ASC Subtopic 820-10 defines fair value as 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. ASC Subtopic 820-10 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

ASC Subtopic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

> Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

(Continued)

Level 2 – inputs are observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – inputs are unobservable inputs for the asset or liability.

The Level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

(d) Investments

The investments of the Plan are held in trust by the Custodian and are reported at fair value. The fair value of the Wells Fargo Stable Return Fund N60 is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The Wells Fargo Stable Return Fund N60 is considered Level 2 in the fair value hierarchy. All other investment funds are reported at fair value, determined primarily by use of quoted market values, as reported by the Custodian and are considered Level 1 in the fair value hierarchy. 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.

(e) Subsequent Events

In connection with the preparation of the financial statements and in accordance with ASC Topic 855, *Subsequent Events*, the Plan evaluated subsequent events after the statements of net assets available for plan benefits date of December 31, 2012 through October 4, 2013, which was the date the financial statements were available to be issued.

(3) Information Certified by the Custodian

The amounts representing the contract value of the Wells Fargo Stable Return Fund N60, fair value of all other investment funds, interest and dividend income, and net appreciation (depreciation) in fair value of investments included in the accompanying financial statements and supplemental schedules of assets held at end of year were provided and certified by the Plan's Custodian, Wells Fargo Trust Operations, as being complete and accurate as of and for the years ended December 31, 2012 and 2011.

(4) Related-Party Transactions

Certain plan investment options are managed by the Custodian of the Plan, whereby these transactions qualify as party in interest. Fees charged to the Plan by the Custodian during the years ended December 31, 2012 and 2011 were $91,437 and $88,162, respectively.

(5) Plan Termination

Although it has not expressed any intent to do so, the Plan's sponsor 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.

(6) Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

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Small Cap Opportunities Fund	3,364,460	3,862,664
Stable Return Fund N60	12,056,787	14,213,707
American Europacific Growth Fund	3,033,269	3,615,621
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Oakmark Equity and Income	5,337,455	6,456,869
MFS Value Fund	2,402,436	N/A

The net appreciation (depreciation) in fair value of investments during 2012 and 2011 is attributable to mutual fund investments, excluding the Wells Fargo Stable Return Fund N60 (the Stable Return Fund).

(7) Investment Contract

The Plan maintains a collective trust fund, the Stable Return Fund, sponsored by Wells Fargo Bank, N.A. The Stable Return Fund does not invest directly in fully benefit-responsive contracts. The yield earned by the Stable Return Fund at December 31, 2012 and 2011 was 0.94% and 1.56%, respectively. This represents the annualized earnings of all investments in the Stable Return Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011. The yield earned by the Stable Return Fund with an adjustment to reflect the actual interest rate credited to participants in the Stable Return Fund at December 31, 2012 and 2011 was 1.95% and 2.33%, respectively. This represents the annualized earnings credited to participants in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011, respectively.

(Continued)

As described in note 2(d), because certain guaranteed investment contracts are fully benefit responsive, contract value is the relevant value measurement attribute for that portion of the net assets available for plan benefits attributable to that guaranteed investment contract. Contract value, as reported to the Plan by the trustees, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. 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 documents (including complete or partial plan termination or merger with another plan); (2) bankruptcy of the plan sponsor or other plan sponsor events that cause a significant withdrawal from the Plan; or (3) the failure of the Plan 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.

(8) Tax Status

The Plan received an IRS opinion letter dated January 31, 2006 related to the Plan prototype, indicating that it is qualified under Section 401(a) of the Internal Revenue Code (IRC), and therefore, the Plan is exempt from tax under Section 501(a) of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan 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 2008.

(9) Risks and Uncertainties

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

Supplemental Schedule 1

VI
RETIREMENT PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

Identity of party involved	Relationship to plan, employer, or other party in interest	Description of transaction including rate of interest	Amount on line 4(a)	Saved interest
Vi Retirement Plan	Plan Sponsor	2012 Employee deferrals not deposited to Plan in a timely manner	$ 5,500	383

It was noted that there was an unintentional delay by the Plan Sponsor in submitting 2012 employee deferrals to the trustee for one special payroll period in the amount of $5,500, which was corrected in 2012. As this unintentional delay in 2012 actually benefitted the participant affected, the Plan Sponsor elected to leave the earnings in the plan rather than removing them from the participant's account.

See accompanying independent auditors' report.

Supplemental Schedule 2

VI
RETIREMENT PLAN

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

December 31, 2012

		Units		Fair value
Investments:				
*	Advantage Index Fund	40,522	$	1,910,185
	American Europacific Growth Fund	74,933		3,033,269
	Artisan Emerging Markets Advantage Fund	12,125		161,499
*	Collective S&P Midcap Index	11,849		999,125
	Dreyfus Appreciation Fund	59,887		2,630,846
	MFS Value Fund	95,033		2,402,436
	Oakmark Equity and Income	187,279		5,337,455
	PIMCO Total Return Fund	395,254		4,442,658
*	Small Cap Opportunities Fund	102,638		3,364,460
*	Stable Return Fund N60	248,736		12,056,787
	T. Rowe Price Blue Chip Growth	79,104		3,601,613
	Vanguard Target Retirement Fund	16,930		206,375
	Vanguard Target Retirement 2010	1,549		37,381
	Vanguard Target Retirement 2015	27,643		369,863
	Vanguard Target Retirement 2020	14,243		339,415
	Vanguard Target Retirement 2025	28,578		388,372
	Vanguard Target Retirement 2030	30,034		702,199
	Vanguard Target Retirement 2035	34,322		483,600
	Vanguard Target Retirement 2040	14,514		336,433
	Vanguard Target Retirement 2045	12,365		179,913
	Vanguard Target Retirement 2050	6,267		144,712
	Total investments at fair value			43,128,596
*	Notes receivable from participants at amortized cost (interest rates from 5.25% to 10.25%, and maturity dates through December 29, 2017)			2,160,298
	Total investments and notes receivable		$	45,288,894

* Represents a party-in-interest investment.

See accompanying independent auditors' report.

VI
RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

VI
RETIREMENT PLAN

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KPMG LLP
Aon Center
Suite 5500
200 East Randolph Drive
Chicago, IL 60601-6436

Independent Auditors' Report

The Plan Administrator
Vi Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Vi Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for plan benefits for the years then ended, the supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

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 error or fraud.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting an 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 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3 to the financial statements, which was certified by Wells Fargo Trust Operations, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2012 and 2011 that the information provided to the plan administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

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

Other Matter

The supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2012, and schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter discussed in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with 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 the Employee Retirement Income Security Act of 1974.

KPMG LLP

Chicago, Illinois
October 4, 2013

VI
RETIREMENT PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	2012	2011
Investments at fair value	$ 43,128,596	46,439,094
Notes receivable from participants	2,160,298	2,692,934
Contributions receivable:		
Employer	1,854,971	2,679,886
Employee	—	214,355
Total contributions receivable	1,854,971	2,894,241
Net assets available for plan benefits	47,143,865	52,026,269
Adjustment from fair value to contract value for investment in guaranteed interest fund	(339,972)	(355,172)
Net assets available for plan benefits	$ 46,803,893	51,671,097

See accompanying notes to financial statements.

VI
RETIREMENT PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributable to:		
Interest and dividend income	$ 579,585	597,153
Net appreciation in fair value of investments	3,689,981	—
Contributions:		
Participants	3,481,184	4,601,435
Employer's	1,991,605	2,679,886
Rollovers	51,178	231,759
Total additions	9,793,533	8,110,233
Deductions to net assets attributable to:		
Benefits paid to participants, distributions, and withdrawals	14,569,300	6,020,948
Net depreciation in fair value of investments	—	659,279
Administrative expenses	91,437	88,162
Total deductions	14,660,737	6,768,389
Net (decrease) increase in net assets available for plan benefits	(4,867,204)	1,341,844
Net assets available for plan benefits:		
Beginning of year	51,671,097	50,329,253
End of year	$ 46,803,893	51,671,097

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Vi Retirement Plan (the Plan) (formerly known as the Classic Residence by Hyatt Retirement Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. The Plan was adopted on January 1, 1990.

(a) General

The Plan is a defined contribution plan sponsored by Classic Residence Management Limited Partnership and affiliated participating corporations and covers substantially all employees who have attained age 21 and completed two months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2011, certain affiliated operating communities of Classic Residence Management Limited Partnership entered into a purchase agreement to sell certain assets and liabilities to an unrelated party. Of the nine affiliated communities, eight closed on the sale during 2011 and one closed on the sale during 2012. As a result of this sale, the participants from the nine affiliates that were sold became fully vested in employer-matching contributions.

(b) Payment of Benefits

In the event of a participant's termination of employment by reason of voluntary or involuntary severance of employment, death, disability, or retirement, the participant shall be immediately entitled to their benefits under the Plan.

(c) Vesting of Benefits

Participants are immediately vested in their contributions, qualified nonelective contributions, and rollover account balances plus actual earnings thereon. Effective January 1, 2007, employer-matching contributions become 100% vested after three years of service. Prior to completion of three years of service, employer-matching contributions are 0% vested. Forfeitures are applied to reduce Company contributions to the Plan. At December 31, 2012 and 2011, forfeited nonvested accounts totaled $72,211 and $49,359, respectively. Forfeitures used to reduce employer contributions were $49,359 and $57,144 in 2012 and 2011, respectively.

Effective January 1, 2013, the three year vesting period will no longer apply to the employer-matching contributions that are made for 2013 employee contributions, and the new employer-matching contributions become 100% vested immediately. The three year vesting period will still apply to the employer-match for plan years prior to 2013.

(d) Contributions and Funding Policy

Eligible participants can enroll in the Plan once age and service requirements are met. Plan participants may contribute up to 25% of pretax annual compensation, as defined in the Plan, or the Internal Revenue Service (IRS) limits of their compensation for each regular pay period. The percentage election is made at the time of enrollment into the Plan, but may be changed or discontinued at any time. Prior to January 1, 2005, employer-matching contributions were equal to

(Continued)

50% of the first 3% of an employee's elective contribution and employer discretionary contributions were 3% of eligible participant compensation. Effective January 1, 2005, employer-matching contributions are equal to 100% of the first 4% of an employee's elective contribution. For every dollar in excess of 4% of a participant's salary and limited to 6% of a participant's salary, the employer matches each participant's contribution in an amount equal to 50% of the participant's deferral. Effective January 1, 2005, discretionary contributions are no longer allowed under the provisions of the Plan.

Employer-matching contributions are funded subsequent to year-end in accordance with IRS regulations. The employer-matching contribution for 2012 was made during March 2013. Effective January 1, 2013, the Plan will increase the frequency of the employer-matching contribution from an annual match to a per pay period match. Employees who make contributions to the Plan beginning with the first pay period in 2013 will receive an employer-matching contribution each pay period.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the employers' contributions and (b) plan earnings. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers multiple investment options for participants, including mutual funds, money market funds, and fixed income funds.

(f) Notes Receivable from Participants

The Plan applies the provisions of Accounting Standards Update (ASU) No. 2010-25, *Plan Accounting – Defined Contribution Pension Plans* (ASU 2010-25). ASU 2010-25 amends Accounting Standards Codification (ASC) Topic 962, *Plan Accounting – Defined Contribution Pension Plans,* to clarify reporting and disclosure requirements for loans to participants by defined contribution pension plans.

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 account balance. Loan terms range from one to five years, with the exception of real estate loans, which may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates on participant loans range from 5.25% to 10.25% at December 31, 2012 and 2011. Principal and interest are paid ratably through monthly payroll deductions and are credited to participants' accounts at that time. Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

(g) Administrative Expenses

Plan administrative expenses are charged across all participant accounts.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

As described in ASC Topic 946, *Defined Contribution Pension Plans*, 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. As required by ASC Topics 946 and 962, the 2012 and 2011 statements of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustments of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on a contract value basis.

(b) Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(c) Fair Value Measurements

The Plan applies the provisions of ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amends ASC Subtopic 820-10, *Fair Value Measurements and Disclosures*, to provide additional disclosure requirements for transfers into and out of Levels 1 and 2 and for activity in Level 3 and to clarify other existing disclosure requirements.

ASC Subtopic 820-10 defines fair value as 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. ASC Subtopic 820-10 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

ASC Subtopic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

> Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

(Continued)

Level 2 – inputs are observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – inputs are unobservable inputs for the asset or liability.

The Level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

(d) Investments

The investments of the Plan are held in trust by the Custodian and are reported at fair value. The fair value of the Wells Fargo Stable Return Fund N60 is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The Wells Fargo Stable Return Fund N60 is considered Level 2 in the fair value hierarchy. All other investment funds are reported at fair value, determined primarily by use of quoted market values, as reported by the Custodian and are considered Level 1 in the fair value hierarchy. 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.

(e) Subsequent Events

In connection with the preparation of the financial statements and in accordance with ASC Topic 855, *Subsequent Events*, the Plan evaluated subsequent events after the statements of net assets available for plan benefits date of December 31, 2012 through October 4, 2013, which was the date the financial statements were available to be issued.

(3) Information Certified by the Custodian

The amounts representing the contract value of the Wells Fargo Stable Return Fund N60, fair value of all other investment funds, interest and dividend income, and net appreciation (depreciation) in fair value of investments included in the accompanying financial statements and supplemental schedules of assets held at end of year were provided and certified by the Plan's Custodian, Wells Fargo Trust Operations, as being complete and accurate as of and for the years ended December 31, 2012 and 2011.

(4) Related-Party Transactions

Certain plan investment options are managed by the Custodian of the Plan, whereby these transactions qualify as party in interest. Fees charged to the Plan by the Custodian during the years ended December 31, 2012 and 2011 were $91,437 and $88,162, respectively.

(5) Plan Termination

Although it has not expressed any intent to do so, the Plan's sponsor 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.

(6) Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Mutual funds:		
T. Rowe Price Blue Chip Growth	$ 3,601,613	3,392,497
Dreyfus Appreciation Fund	2,630,846	2,936,094
Small Cap Opportunities Fund	3,364,460	3,862,664
Stable Return Fund N60	12,056,787	14,213,707
American Europacific Growth Fund	3,033,269	3,615,621
PIMCO Total Return	4,442,658	3,699,167
Oakmark Equity and Income	5,337,455	6,456,869
MFS Value Fund	2,402,436	N/A

The net appreciation (depreciation) in fair value of investments during 2012 and 2011 is attributable to mutual fund investments, excluding the Wells Fargo Stable Return Fund N60 (the Stable Return Fund).

(7) Investment Contract

The Plan maintains a collective trust fund, the Stable Return Fund, sponsored by Wells Fargo Bank, N.A. The Stable Return Fund does not invest directly in fully benefit-responsive contracts. The yield earned by the Stable Return Fund at December 31, 2012 and 2011 was 0.94% and 1.56%, respectively. This represents the annualized earnings of all investments in the Stable Return Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011. The yield earned by the Stable Return Fund with an adjustment to reflect the actual interest rate credited to participants in the Stable Return Fund at December 31, 2012 and 2011 was 1.95% and 2.33%, respectively. This represents the annualized earnings credited to participants in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund at December 31, 2012 and 2011, respectively.

(Continued)

As described in note 2(d), because certain guaranteed investment contracts are fully benefit responsive, contract value is the relevant value measurement attribute for that portion of the net assets available for plan benefits attributable to that guaranteed investment contract. Contract value, as reported to the Plan by the trustees, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. 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 documents (including complete or partial plan termination or merger with another plan); (2) bankruptcy of the plan sponsor or other plan sponsor events that cause a significant withdrawal from the Plan; or (3) the failure of the Plan 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.

(8) Tax Status

The Plan received an IRS opinion letter dated January 31, 2006 related to the Plan prototype, indicating that it is qualified under Section 401(a) of the Internal Revenue Code (IRC), and therefore, the Plan is exempt from tax under Section 501(a) of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan 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 2008.

(9) Risks and Uncertainties

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

Supplemental Schedule 1

VI
RETIREMENT PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

Identity of party involved	Relationship to plan, employer, or other party in interest	Description of transaction including rate of interest	Amount on line 4(a)	Saved interest
Vi Retirement Plan	Plan Sponsor	2012 Employee deferrals not deposited to Plan in a timely manner	$ 5,500	383

It was noted that there was an unintentional delay by the Plan Sponsor in submitting 2012 employee deferrals to the trustee for one special payroll period in the amount of $5,500, which was corrected in 2012. As this unintentional delay in 2012 actually benefitted the participant affected, the Plan Sponsor elected to leave the earnings in the plan rather than removing them from the participant's account.

See accompanying independent auditors' report.

Supplemental Schedule 2

VI
RETIREMENT PLAN

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

December 31, 2012

		Units		Fair value
Investments:				
*	Advantage Index Fund	40,522	$	1,910,185
	American Europacific Growth Fund	74,933		3,033,269
	Artisan Emerging Markets Advantage Fund	12,125		161,499
*	Collective S&P Midcap Index	11,849		999,125
	Dreyfus Appreciation Fund	59,887		2,630,846
	MFS Value Fund	95,033		2,402,436
	Oakmark Equity and Income	187,279		5,337,455
	PIMCO Total Return Fund	395,254		4,442,658
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	Total investments at fair value			43,128,596
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