

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
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>PARK MANAGEMENT GROUP, LLC 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PARK MANAGEMENT GROUP, LLC</u> <u>4770 S. ATLANTA ROAD</u> <u>SMYRNA, GA 30080</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-4831277</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>404-350-9990</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>721110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-4831277</u>	2c Sponsor's telephone number <u>404-350-9990</u>	2d Business code (see instructions) <u>721110</u>	
2b Employer Identification Number (EIN) <u>20-4831277</u>					
2c Sponsor's telephone number <u>404-350-9990</u>					
2d Business code (see instructions) <u>721110</u>					

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. Signature of plan administrator	<u>07/21/2014</u> Date	<u>JEFF BRASHEAR</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address PARK MANAGEMENT GROUP, LLC 4770 S. ATLANTA ROAD SMYRNA, GA 30080		3b Administrator's EIN 20-4831277 3c Administrator's telephone number 404-350-9990
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 1450
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	1389
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	105
d Subtotal. Add lines 6a , 6b , and 6c	6d	1494
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1494
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	237
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 <u>PARK MANAGEMENT GROUP, LLC 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PARK MANAGEMENT GROUP, LLC</u>	D Employer Identification Number (EIN) <u>20-4831277</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

NEWPORT RETIREMENT SERVICES INC

62-1868111

(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?
12 15 50 60 64 37	NONE	20240	Yes ☒ No ☐	Yes ☐ No ☒	5799	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NEWPORT RETIREMENT SERVICES INC	15 60	5799

(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.
WILMINGTON TRUST 51-0099033	REVENUE SHARING USED TO OFFSET INVOICES

(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

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:

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
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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 PARK MANAGEMENT GROUP, LLC 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 PARK MANAGEMENT GROUP, LLC	D Employer Identification Number (EIN) 20-4831277	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	184762	117441
(9) Value of interest in common/collective trusts.....	1c(9)	1075804	1056491
(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)	2531747	2392837
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	3792313	3566769

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3792313	3566769
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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)	229656	
(B) Participants	2a(1)(B)	347546	
(C) Others (including rollovers)	2a(1)(C)	8311	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		585513
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)	5846	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5846
(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)	91134	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		91134
(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)		24451
(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)		249251
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		956195

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1161499	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1161499
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	20240	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		20240
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1181739

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-225544
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: BENNETT THRASHER PC

(2) EIN: 58-1673613

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

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

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan PARK MANAGEMENT GROUP, LLC 401(K) SAVINGS PLAN				B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 PARK MANAGEMENT GROUP, LLC				D Employer Identification Number (EIN) 20-4831277	
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): 27-1228437					
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 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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2012 v. 120126					

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): _____

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1. The information contained in this e-mail is privileged, confidential and intended only for the use of the management of Positive Management Group III, LLC (the Company) and should not be altered. This email was created July 11, 2014 and Bennett Thrasher LLP will maintain a duplicate copy pursuant to our data retention policies. Additional copies may be requested by reference to its unique identification number 07868.
2. With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your (or any other) Internet website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information in the electronic site with the original document.
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Bennett Thrasher LLP
One Overton Park
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Suite 1000
Atlanta, Georgia 30339

General: 770-396-2200
Fax: 770-390-0394

**Positive Management Group III, LLC
401(k) Savings Plan
(formerly Park Management Group, LLC 401(k) Savings Plan)**

Financial Statements

December 31, 2012 and 2011



BETTER TOGETHER™

Positive Management Group III, LLC 401(k) Savings Plan

Index

Independent auditor's report	2 - 3
Statements of net assets available for benefits as of December 31, 2012 and 2011	4
Statement of changes in net assets available for benefits for the year ended December 31, 2012	5
Notes to financial statements	6 - 14
Supplemental information:*	
• Schedule H, Part IV, Line 4a – Schedule of delinquent participant contributions for the years ended December 31, 2011 and 2010	16
• Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year) December 31, 2012	17
* Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.	



Independent Auditor's Report

To the Plan Administrator of
Positive Management Group III, LLC 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Positive Management Group III, LLC 401(k) Savings Plan (formerly Park Management Group LLC 401(k) Savings Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wilmington Trust Retirement and Institutional Services Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

A LIMITED LIABILITY PARTNERSHIP OF CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

One Overton Park 3625 Cumberland Boulevard Suite 1000 Atlanta, Georgia 30339 phone 770.396.2200 fax 770.390.0394 www.btcpa.net

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Other Matter

The supplemental information, Schedule H, Part IV, Line 4a – Schedule of delinquent participant contributions for the years ended December 31, 2011 and 2010 and Schedule H, Part IV, 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 ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee (or custodian), have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Bennett Thacker LLP

July 10, 2014

Positive Management Group III, LLC 401(k) Savings Plan

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	2012	2011
Assets:		
Cash and cash equivalents	\$ 116,440	\$ -
Investments (at fair value):		
Common collective trust	1,087,169	1,103,812
Mutual funds	<u>2,402,502</u>	<u>2,532,948</u>
	3,606,111	3,636,760
Receivables:		
Notes receivable from participants	117,442	184,762
Participant contributions receivable	5,229	7,657
Plan sponsor contributions receivable	<u>2,591</u>	<u>4,622</u>
	125,262	197,041
Net assets available for benefits, at fair value	3,731,373	3,833,801
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(30,678)</u>	<u>(28,008)</u>
Net assets available for benefits	<u>\$ 3,700,695</u>	<u>\$ 3,805,793</u>

See accompanying independent auditor's report and notes to the financial statements.

Positive Management Group III, LLC 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2012

Additions to net assets attributed to:

Contributions:

Participants	\$ 350,428
Plan sponsor	<u>225,584</u>

576,012

Investment income:

Net appreciation in fair value of mutual funds	249,320
Net appreciation in fair value of common collective trust	17,150
Interest and dividends on investments	93,682

Interest on notes receivable from participants	<u>5,847</u>
--	--------------

Total additions	<u>942,011</u>
-----------------	----------------

Deductions from net assets attributed to:

Benefits paid to participants	1,042,966
Administrative expenses, net	<u>4,143</u>

Total deductions	<u>1,047,109</u>
------------------	------------------

Net decrease	(105,098)
--------------	-----------

Net assets available for benefits, beginning of year	<u>3,805,793</u>
--	------------------

Net assets available for benefits, end of year	<u>\$ 3,700,695</u>
--	---------------------

See accompanying independent auditor's report and notes to the financial statements.

Positive Management Group III, LLC 401(k) Savings Plan

Notes to Financial Statements December 31, 2012 and 2011

Note 1: Description of Plan

The following description of Positive Management Group III, LLC 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing plan, effective January 1, 1991, covering substantially all qualified employees of Park Management Group, LLC (the Management Company). The Plan was amended December 31, 2012, to rename the Plan from the Park Management Group, LLC 401(k) Savings Plan to the Positive Management Group III, LLC 401(k) Savings Plan and to make Positive Management Group III, LLC (the Plan Sponsor or the Company) the Plan Sponsor of the Plan. In order to participate in the Plan, employees must be at least twenty-one years of age and have completed six months of consecutive service. Employees are only permitted to enter the Plan on the first day of each plan quarter following the service requirement being met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2012, the Management Company suspended most of its operations following the October 2011 bankruptcy filing of a significant portion of its managed properties. Although the Management Company continued managing properties through 2012 under multiple transition and management agreements, the Plan was deemed partially terminated in 2012 as a result of the termination of greater than 10% of its employees. Affected participants had the option of keeping their balance in the Plan or withdrawing their balance in accordance with Plan policy (see Benefits Paid to Participants and Note 9 below).

Administration

The Company serves as the Plan administrator. The Plan administrator has the responsibility to administer the Plan for the exclusive benefit of the participants and their beneficiaries. These duties include, but are not limited to, establishing procedures, maintaining records, interpreting provisions of the Plan, and making determinations regarding questions which may affect eligibility for benefits. The Plan administrator has engaged The Newport Group (Newport) (see Note 8) as a third-party administrator to assist in the administration of the Plan.

The trustee of the Plan is Wilmington Trust Retirement and Institutional Services Company (Wilmington or the trustee) (see Note 3). Wilmington receives all contributions made under the Plan, holds Plan assets, pays benefits as directed by the Plan administrator, and assists in the administration of the Plan. Wilmington serves as the intermediary for all asset purchases and redemptions.

Contributions

The Plan includes a provision under Internal Revenue Code (IRC) Section 401(k) whereby participants may make pretax contributions to the Plan of up to 100% of their annual compensation, subject to limitations under the IRC. Participants age fifty and older are also allowed to deposit catch-up contributions.

The Plan Sponsor may match, subject to limitation under the IRC, participants' pretax contributions. The Plan Sponsor has elected to match 100% for the first 3% and 50% up to 5% of each participant's pretax contribution. In 2012, the Plan Sponsor's matching contribution was \$225,584.

At the discretion of the Plan Sponsor, employees may deposit rollover contributions from another qualified plan and rollover contributions may be made even though an employee is not eligible to participate in the Plan. Rollover contributions are placed in a separate account and are subject to the rules for investment established by the Plan Sponsor.

Administrative Expenses

Administrative expenses of the Plan are primarily paid by the Plan Sponsor. These expenses include, but are not limited to, legal, accounting, and recordkeeping fees. However, transaction fees for notes receivable from participants are paid from the borrowing participant's account and investment expenses are paid by the Plan. A proportionate share of fees and expenses paid by the Plan is charged to each participant's account. In 2012, administrative expenses, net were \$4,143 which includes recordkeeping and third-party administrator fees in the amount of \$20,120 offset by investment expenses charged to participant accounts in the amount of \$8,411 and other adjustments in the amount of \$7,564.

Participant Accounts

Each participant's account is credited with pretax contributions made by the participant and the participant's portion of the Plan Sponsor's matching contribution and Plan earnings. Earnings, expenses, and gains and losses on investments are allocated to the participants' accounts annually based on participant account balances, as defined in the Plan Document.

Vesting

Participant vesting in the Plan Sponsor's matching contribution and income earned thereon is based on years of continuous service during which an employee completes at least 1,000 hours of service with the Plan Sponsor. All participants become 100% vested after two years of service. The vesting percentages are as follows:

Years of Service	Percentage
1	50%
2	100%

Participants also become 100% vested upon termination of the Plan or upon reaching normal retirement age of sixty-five, early retirement age of fifty-five, disability, or death while an employee of the Plan Sponsor.

Any portion of a participant's account balance attributable to pretax employee contributions and rollover contributions is 100% vested at the time of contribution and is not subject to forfeiture.

Investment Options

Participants are required to make participant-directed allocations of their accounts in increments totaling 100% among various investment options, including certain options for which the trustee or its affiliates serve as investment advisor (see Note 8), selected by the Plan administrator.

Benefits Paid to Participants

A participant may withdraw up to 100% of the participant's pretax and rollover contributions in the event of an immediate financial hardship, as defined in the Plan Document. Hardship distributions may not exceed the amount of the participant's financial hardship or be repaid by the participant. If a participant receives a hardship withdrawal, the right to make pretax contributions will be suspended for six months.

In-service withdrawals of all or a portion of a participant's pretax vested account balance may be withdrawn by a participant after reaching age fifty-nine and one-half. In-service withdrawals of all or a portion of a participant's rollover account balance may be withdrawn at any time.

Upon normal retirement, pre-retirement after reaching age fifty-five, termination of employment, disability, or death, a participant or beneficiary may elect to receive the value of the vested account by transfer to another qualified plan or individual retirement account or through a lump sum distribution. The Plan may, upon termination of service of a participant for any reason, automatically pay the benefits owed in a lump sum if the account balance is \$1,000 or less.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to Internal Revenue Service (IRS) penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Notes receivable from participants generally have terms ranging up to five years, are secured by the balance in the participant's account, and bear interest at a rate determined by the Plan administrator based on prevailing interest rates at the time of the loan. A note used for financing the purchase of the participant's principal residence may be repaid over a period not to exceed ten years. Notes receivable from participants are due and payable if a participant terminates employment for any reason or fails to make a principal and/or interest payment as provided in the Plan Document.

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

Forfeitures

Nonvested account balances of terminated employees are forfeited upon the complete distribution of the vested portion of their account as defined in the Plan Document. Forfeitures of terminated employees' nonvested accounts are used to reduce Plan Sponsor matching contributions. Forfeitures were immaterial for the year ended December 31, 2012.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Common Collective Trust

Common collective trusts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for fully benefit-responsive common collective trusts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the common collective trusts as well as the adjustment of the fully benefit-responsive common collective trusts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates in Financial Statements

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

Payments of Benefits

Benefit payments are recorded when paid by the Plan.

Note 3: Information Certified by Trustee (Unaudited)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Wilmington, except for comparing such information to information included in the Plan's financial statements and supplemental schedule of assets (held at end of year):

	<u>2012</u>	<u>2011</u>
Statements of net assets available for benefits:		
Cash and cash equivalents	\$ 116,440	\$ -
Investments:		
Common collective trust	1,056,491	1,075,804
Mutual funds	2,402,502	2,532,948
Statement of changes in net assets available for benefits:		
Investment income:		
Net appreciation in fair value of mutual funds	\$ 249,320	
Net appreciation in fair value of common collective trust	17,150	
Interest and dividends on investments	93,682	

The common collective trust was certified by the trustee at its contract value. Fair value amounts to \$1,087,169 and \$1,103,812 at December 31, 2012 and 2011, respectively, as shown on the statement of net assets available for benefits.

A schedule of the fair value of individual investments that comprised 5% or more of the Plan's net assets available for benefits at December 31, 2012, follows:

Wells Fargo Stable Value Fund M	\$ 1,087,169
Pimco Total Return A	435,086
Amer Funds Europac R4	339,044
T Rowe Price Blue Chip Adv	281,511
Columbia Largecap Index Fund A	277,785
Perkins Mid Cap Growth A	246,527
Invesco Van Kampen Growth and Income A	231,672
Morgan Stanley Mid Cap Growth A	221,974

A schedule of the fair value of individual investments that comprised 5% or more of the Plan's net assets available for benefits at December 31, 2011, follows:

Wells Fargo Stable Value Fund M	\$ 1,103,812
Pimco Total Return A	420,963
Amer Funds Europac R4	373,887
Perkins Mid Cap Growth A	302,508
Morgan Stanley Mid Cap Growth A	283,158
T Rowe Price Blue Chip Adv	278,308
Invesco Van Kampen Growth and Income A	261,222
Columbia Largecap Index Fund A	246,784

Note 4: Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

Investments in mutual funds are valued at quoted market prices as provided by the Plan trustee.

Units of common collective trusts are valued at estimated fair values based on the unit value of the trust as determined by the financial institution sponsoring such trust. The statements of net assets available for benefits present investment contracts and similar type investments at fair value, as well as an additional line item showing an adjustment of the fully benefit-responsive investments from fair value to contract value. The Wells Fargo Stable Value Fund M, which is the common collective trust on the statement of net assets available for benefits as of December 31, 2012 and 2011, is fully benefit-responsive.

The fully benefit-responsive common collective trust provides that participants execute plan transactions at contract value. Interest rates are reset quarterly based on market rates of other similar investments and the current yield of the underlying investments and the spread between the market value and contract value. The trust agreement states the rate cannot be less than zero. The average yield earned by the trust at December 31, 2012 and 2011 is .94% and 1.56%, respectively. The average yield earned by the trust with an adjustment to reflect the actual interest rate credited to participants in the trust at December 31, 2012 and 2011 is 1.95% and 2.33%, respectively. Certain events such as plan termination or a plan merger initiated by the Plan Sponsor, may limit the ability of the Plan to transact at contract value. The Plan Sponsor does not believe that any events that may limit the ability of the Plan to transact at contract value are probable.

Net appreciation or depreciation in the fair value of the investments represents the change in fair value during the year, including realized and unrealized gains and losses.

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

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

Assets at fair value as of December 31, 2012,

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash and cash equivalents	\$ 116,440	\$ -	\$ -	\$ 116,440
Mutual funds:				
International	441,730	-	-	441,730
Intermediate Term Bond	435,086	-	-	435,086
Large Growth	281,511	-	-	281,511
Market Index	277,785	-	-	277,785
Mid Value	246,527	-	-	246,527
Large Value	231,672	-	-	231,672
Mid Growth	221,974	-	-	221,974
Inflation-Linked Bond	171,386	-	-	171,386
Small Value	58,567	-	-	58,567
Balanced	22,731	-	-	22,731
Small Growth	13,533	-	-	13,533
	<u>2,402,502</u>	<u>-</u>	<u>-</u>	<u>2,402,502</u>
Common collective trust	<u>-</u>	<u>1,087,169</u>	<u>-</u>	<u>1,087,169</u>
Total assets at fair value	<u>\$ 2,518,942</u>	<u>\$ 1,087,169</u>	<u>\$ -</u>	<u>\$ 3,606,111</u>

Assets at fair value as of December 31, 2011,

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
International	\$ 459,842	\$ -	\$ -	\$ 459,842
Intermediate Term Bond	420,963	-	-	420,963
Mid Value	302,508	-	-	302,508
Mid Growth	283,158	-	-	283,158
Large Growth	278,308	-	-	278,308
Large Value	261,222	-	-	261,222
Market Index	246,784	-	-	246,784
Inflation-Linked Bond	188,398	-	-	188,398
Small Value	57,019	-	-	57,019
Balanced	18,389	-	-	18,389
Small Growth	16,357	-	-	16,357
	<u>2,532,948</u>	<u>-</u>	<u>-</u>	<u>2,532,948</u>
Common collective trust	<u>-</u>	<u>1,103,812</u>	<u>-</u>	<u>1,103,812</u>
Total assets at fair value	<u>\$ 2,532,948</u>	<u>\$ 1,103,812</u>	<u>\$ -</u>	<u>\$ 3,636,760</u>

Note 5: Income Tax Status

The Plan Sponsor entered into a nonstandardized adoption agreement of the Ceridian Retirement Services Plan (the prototype plan) in 2007. The prototype plan received a favorable opinion letter from the IRS on March 31, 2008, which stated that the prototype plan and related trust were designed in accordance with applicable sections of the IRC. The Plan has not obtained an individual IRS determination letter. The plan has been amended since receiving the determination letter. However, the Plan administrator and the plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified and tax exempt as of December 31, 2012.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, 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 2009.

Note 6: Risks and Uncertainties

The Plan's invested assets ultimately consist of stocks, bonds, fixed income securities, and other investment securities. Investment securities are exposed to various risks, such as interest rate risk, market risk, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 7: Reconciliation to Form 5500

The financial information of the Plan, as reported on Form 5500, does not include all amounts necessary for reporting on the accrual basis of accounting. A reconciliation of the amounts appearing on Form 5500 to the accompanying financial statements follows:

	<u>2012</u>	<u>2011</u>
Net Assets Available for Benefits		
Net assets, as reported on Form 5500	\$ 3,566,769	\$ 3,792,313
Adjustment for participant distributions in-process	115,210	-
Adjustment for participant contributions receivable	5,229	7,657
Adjustment for plan sponsor contributions receivable	2,591	4,622
Other miscellaneous adjustment	<u>10,896</u>	<u>1,201</u>
Net assets, as reported in the accompanying financial statements	<u>\$ 3,700,695</u>	<u>\$ 3,805,793</u>
Changes in Net Assets Available for Benefits		
Decrease in net assets, as reported on Form 5500	\$ (225,544)	
Less total prior year contribution receivable	(12,279)	
Add total current year contribution receivable	7,820	
Add distributions unpaid in current year	115,210	
Change in other miscellaneous adjustment (unposted dividends)	<u>9,695</u>	
Decrease in net assets, as reported in the accompanying financial statements	<u>\$ (105,098)</u>	

Note 8: Party-in-Interest Transactions

The trustee (see Note 1) performs services for, sell products to, and manages and maintains certain investments of the Plan for which fees are charged to the Plan. While the Plan Sponsor pays most of the fees, an insignificant portion is paid by the Plan (see Note 1). Party-in-interest transactions also include notes receivable from participants.

Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

Note 9: Partial Plan Termination

As disclosed in Note 1, the Plan was deemed partially terminated in 2012 whereby approximately 16% of eligible participants were terminated through a workforce reduction arising out of the bankruptcy filing of a significant portion of the Plan Sponsor's managed properties in 2011.

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to fully terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, participants' accounts would become fully vested and distributed in accordance with Plan provisions until all assets have been distributed by the trustee.

Note 10: Prohibited Transactions

The Plan Sponsor deducted via payroll withholding, an aggregate of \$0, \$17,780 and \$21,801 during 2012, 2011, and 2010, respectively, from participants' gross wages that were not remitted to the Plan in accordance with Department of Labor regulations. The above contributions have been remitted to the Plan. The Plan Sponsor is in the process of filing IRS Form 5330 and making restoration contributions to the Plan for lost earnings.

Note 11: Subsequent Events

In accordance with FASB ASC Topic 855, *Subsequent Events*, the Plan Sponsor has evaluated for subsequent events between the date of the statement of net assets available for benefits of December 31, 2012, and the report date, the date the financial statements were available for issuance, and has concluded there were no subsequent events requiring recognition in the financial statements or disclosure other than those discussed below.

On April 1, 2013, the Plan Sponsor entered into a transfer agreement to transfer the balances of those participants employed by LH 2007 Properties, LLC, a former participating employer in the Plan, to Westmont Hospitality Group, Inc. Employees' Retirement & Savings Plan effective June 1, 2013.

* * * * *

Supplemental Information

Positive Management Group III, LLC 401(k) Savings Plan

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

For the Year Ended December 31, 2012

Plan #002 - Employer Identification # 20-4831277

<u>Total that Constitute Nonexempt Prohibited Transactions</u>						
Plan Year	Participant Contributions Transferred Late to Plan	Loan Repayments Included in Late Contributions (Y/N)	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP	Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
2010	\$ 21,801	Y	\$ -	\$ -	\$ 21,801 *	\$ -
2011	\$ 17,780	Y	\$ -	\$ -	\$ 17,780 *	\$ -

* The contributions have been remitted to the Plan and the Plan Sponsor is in the process of making restoration contributions to restore lost earnings.

See accompanying independent auditor's report and notes to the financial statements.

Positive Management Group III, LLC 401(k) Savings Plan

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

December 31, 2012

Plan #002 - Employer Identification # 20-4831277

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investments (# of Shares)	(d) Cost	(e) Current Value
	Cash and Cash equivalents			\$ 116,440
	Mutual Funds:			
	<i>International:</i>			
	Amer Funds Europac R4	8,376	#	339,044
	Harbor International Fund Admin	1,664	#	102,685
				441,729
	<i>Intermediate Term Bond:</i>			
	Pimco Total Return A	38,709	#	435,086
	<i>Large Growth:</i>			
	T Rowe Price Blue Chip Adv	6,183	#	281,511
	<i>Market Index:</i>			
	Columbia Largecap Index Fund A	10,146	#	277,785
	<i>Mid Value:</i>			
	Perkins Mid Cap Growth A	11,585	#	246,527
	<i>Large Value:</i>			
	Invesco Van Kampen Growth and Income A	11,064	#	231,672
	<i>Mid Growth:</i>			
	Morgan Stanley Mid Cap Growth A	6,648	#	221,974
	<i>Inflation Linked Bond:</i>			
	Pimco Real Ret Bd A	13,968	#	171,386
	<i>Small Value:</i>			
	Goldman Sachs Small Value A	1,384	#	58,567
	<i>Balanced:</i>			
	American Balanced Fund CI R-4 Shs	1,116	#	22,732
	<i>Small Growth:</i>			
	Royce Value Plus Fund-Inv	979	#	13,533
	Total Mutual Funds			2,402,502
	Common Collective Trust:			
	Wells Fargo Stable Value Fund M	22,402	#	1,087,169
	Total investments			3,606,111
*	Notes Receivable from Participants	Interest rate ranges from 4.25% to 9.25%; maturity ranges from May 2005 to September 2017		117,442
				\$ 3,723,553

* A party-in-interest as defined by ERISA.

Not required for participant-directed investments.

See accompanying independent auditor's report and notes to the financial statements.

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

Name of Plan: Park Management Group, LLC 401(k) Savings Plan



Employer Identification Number: ▶ 20-4831277

For plan year (beginning/ending): ▶ January 1, 2012-December 31, 2012

Plan number: ▶ 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	LOAN FUND	Various Maturity Dates not more than 30 years. Various Rates		117,442
	WELLS FARGO STABLE VALUE M	Mutual Fund		1,056,491
	PIMCO TOTAL RETURN	Common Collective Trust		434,213
	PIMCO REAL RETURN BOND	Mutual Fund		171,266
	INVESCO V K GROWTH & INCOME	Mutual Fund		231,672
	COLUMBIA LARGE CAP INDEX FD A	Mutual Fund		277,785
	T. ROWE PRICE BLUE CHIP ADV	Mutual Fund		281,510
	PERKINS MID CAP VALUE	Mutual Fund		246,527
	GOLDMAN SACHS SMALL CAP VALUE	Mutual Fund		58,456
	ROYCE VALUE PLUS SERVICE	Mutual Fund		13,533
	AMERICAN EUROPACIFIC GROWTH	Mutual Fund		339,044
	HARBOR INTERNATIONAL	Mutual Fund		102,685
	MSIFT MID CAP GROWTH PORTFOLIO	Mutual Fund		213,413
	AMERICAN FUNDS BALANCED R4	Mutual Fund		22,731