



KEWVEENAW

LAND ASSOCIATION, LIMITED



2012 ANNUAL REPORT

CONSOLIDATED FINANCIAL HIGHLIGHTS

| For the Year | 2012 | 2011 | 2010 | 2009 | 2008 |
|-----------------------|----------|----------|---------|---------|----------|
| Receipts* | \$10,509 | \$10,390 | \$9,170 | \$9,097 | \$11,238 |
| Net Income after Tax* | 1,041 | 521 | 164 | 291 | 1,363 |
| Capital Employed* | 17,093 | 15,838 | 15,709 | 16,353 | 16,508 |

* Values in Rounded Thousands

Per Share

| | | | | | |
|-------------------|--------|--------|--------|--------|--------|
| Earnings** | \$0.81 | \$0.40 | \$0.13 | \$0.23 | \$1.06 |
| Dividends Paid ** | 0.00 | 0.00 | 0.00 | 0.40 | 0.40 |

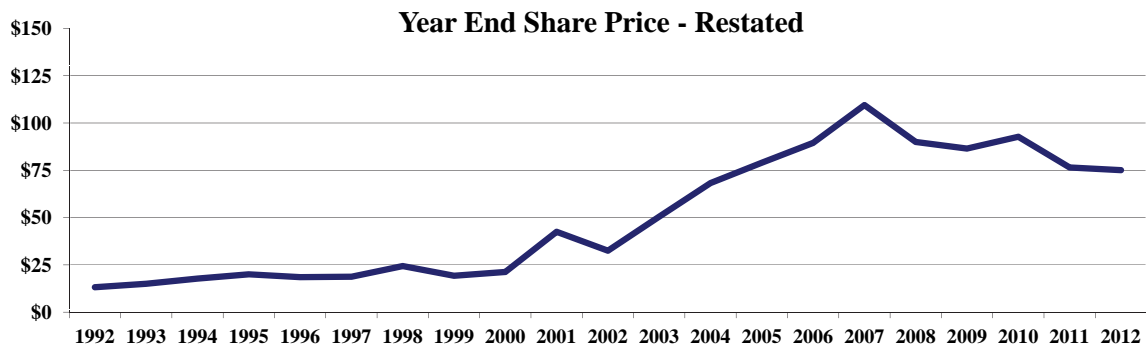
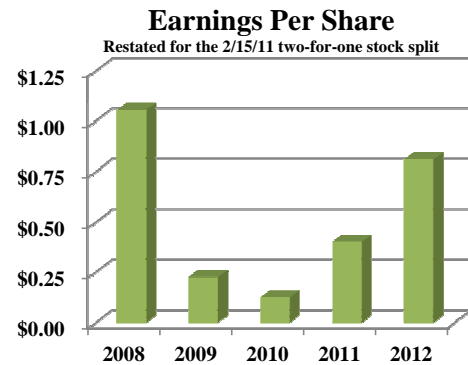
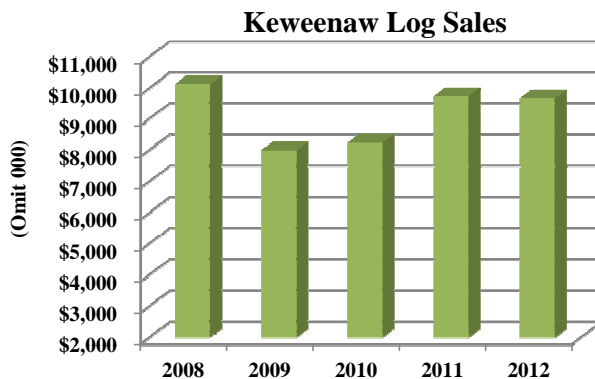
**Based on weighted average shares outstanding. Adjusted for the 2/15/11 2-for-1 forward stock split.

Statistics

| | | | | | |
|-----------------------|------|------|------|--------|-------|
| Return on Capital | 6.1% | 3.3% | 1.0% | 1.8% | 8.3% |
| Dividend Payout Ratio | 0.0% | 0.0% | 0.0% | 177.8% | 37.9% |

| | | | | | |
|-------------------------------|-----------|-----------|-----------|-----------|-----------|
| Average Shares Outstanding ** | 1,292,681 | 1,291,488 | 1,290,660 | 1,290,670 | 1,289,654 |
|-------------------------------|-----------|-----------|-----------|-----------|-----------|

| | | | | | |
|-----------------------------------|-----------|-----------|-----------|-----------|-----------|
| Shares Outstanding at Year End ** | 1,292,858 | 1,291,865 | 1,290,890 | 1,290,030 | 1,289,798 |
|-----------------------------------|-----------|-----------|-----------|-----------|-----------|



Cover photo: Looking north from KLA ownership near Copp's Creek in Gogebic County, MI.

Report to Shareholders

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Glossary of Terms Used in This Report

Board Foot (BF) – a measurement of lumber 12 inches x 12 inches x 1 inch. When used in conjunction with sawtimber or logs, it is a measurement system to approximate the output of lumber that can be expected from a given quantity of sawtimber or logs. **Cord Equivalent (cd-eq)** – a measurement of logs in cords including logs converted in measurement from other measurement methods. Example – one thousand board feet (MBF) equals approximately 2.2 cords. **Cord** – a measurement of logs containing 128 cubic feet. **MBF** – a thousand board feet. **Production Mix** – the ratio of a category of production to total production. **Pulpwood** – logs cut primarily to be converted to wood pulp for the manufacture of paper, fiberboard, or other wood fiber products. **Sawbolts** – a lower grade or smaller size sawtimber typically sawn for the manufacture of pallets or other coarse wood products. **Sawlogs** – a higher grade or larger size sawtimber sawn for the manufacture of furniture grade lumber, flooring lumber, or other high quality wood products. **Sawtimber** – a category of logs suitable for veneer, sawlogs, or sawbolts. **Veneer** – a category of sawtimber clear of defects suitable for manufacture as veneer paneling, furniture, and cabinetry veneer.

Report to Shareholders (continued)

Chairman's Letter

To our Shareholders:

As you have seen, KLA had an excellent year in 2012; net income was in excess of \$1 million and timber operations income increased by \$263,000 over 2011 while harvesting less volume. Pre-tax profit per cord was \$17.43, up from \$13.38 in 2011.

Keweenaw takes pride in being a reliable supplier to its customer base, allowing us to do well when the timber prices are low as well as high. The company has successfully come through the recession years and is looking forward to improved economic conditions.

As you are aware, there has been increased interest in mineral exploration in our area. Keweenaw's policy is to retain mineral rights whenever possible. Although these rights are very difficult to value standing alone, they become quite valuable when exploration companies enter into mineral leases with us. We currently have three leases; Orvana Minerals Corp., Trans-Superior Resources, and Keweenaw Copper Company. Orvana's Copperwood Project is moving along and we refer you to their website www.orvana.com for updates.

We continue in our efforts to raise a timber investment fund, leveraging our knowledge and market position in the Lake States. Although there has been expressed interest, the overall process is slow and I cannot report any formal commitments by outside investors at this time. Simultaneously, the company continues to look into complimentary uses for its lands such as easements, carbon credits, wetland mitigation banks, etc. Other than the market for easements, these other areas are not clearly established. Keweenaw has done well over the years by not jumping into other "hot" areas and regretting it later as some other companies have done.

You will see the results of the 2012 Timberland Appraisal in the report. As always, it was executed by an independent third-party appraisal firm. The overall appraised value is \$865 per acre up from \$800 in December of 2009. The standing timber value increased to \$134.1 million, up 14% from 2009. The underlying timber assets of the company have improved in a time of economic uncertainty.

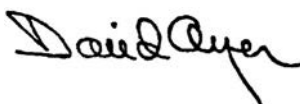
In 2012, the total volume of shares traded was 159,114 or a little over 12% of the outstanding shares. The high and low share price for 2012 was \$88.75 and \$71.75 respectively.

Keweenaw is in excellent shape. Brian Glodowski, our new President/Operations Manager, and Jim Simmons, CFO, have done a fine job both in terms of producing operating results and maintaining a good working atmosphere. As always, our employees have worked extremely hard, and we thank them for their dedication to our company.

I would especially like to thank our shareholders for their continuing support. As I have said before, there are few companies you can own where value can be taken along the way while the assets continue to appreciate over time. Keweenaw is such a company.

I look forward to seeing you at our annual meeting in Ironwood, Michigan at the Gogebic Community College on May 20, 2013, 9:00 am CDT.

Sincerely,



David Ayer, Chairman

Report to Shareholders (continued)

Company Profile

Keweenaw Land Association, Limited is organized under Michigan law as a corporation. The company is managed under the direction of a six-member board of directors. Current board members and officers are:

David Ayer, Director, Chairman of the Board
John E. Earhart, Director
Donald J. Hoffman, Director
Marjorie E. Nesbitt, Director
James P. Totten, Director
Frederick J. Weyerhaeuser, Director
Brian D. Glodowski, Manager of Operations and President/Secretary
James J. Simmons, Jr., Controllor and Treasurer

Keweenaw owns and manages 161,930 surface acres and 401,643 acres of both severed and attached mineral rights in the Upper Peninsula of Michigan. Keweenaw's ownership includes approximately 153,547 acres of productive timberlands. Included in Keweenaw's ownership are nearly four miles of inland lake frontage, over four miles along Lake Superior, and approximately 30 miles of frontage along major rivers. Approximately 2,500 acres are comprised of commercial, recreational, or city properties. When appropriate, the company sells or leases parcels for commercial and/or residential development. Log sales, developed lot sales, investment portfolio income, gravel royalties, and commercial lease income are the primary sources of revenue for the company.

Company History

Keweenaw Land Association, Limited traces its origins to the period immediately following the Civil War and the construction of the ship canal across the Keweenaw Peninsula of Upper Michigan by the Portage Lake & Lake Superior Ship-Canal Company. A land grant by the 38th Congress was promised to the company completing the canal. After experiencing financial difficulties in completing the canal, the assets of the Portage Lake & Lake Superior Ship-Canal Company, including 400,000 acres of land grant properties in the Upper Peninsula of Michigan, were purchased by the financiers of the original project, and the Lake Superior Ship Canal Railway and Iron Company was formed. In 1891, the LSSCR&I Co sold the completed ship canal to the U.S. government, and the remainder of the assets, including the 400,000 acres of land, was transferred to the company's successor, the Keweenaw Association, Limited. That company was reorganized in 1908, and Keweenaw Land Association, Limited came into existence as a Michigan partnership association. Keweenaw was reorganized again in 1999 as a Michigan corporation.

Since the 1908 reorganization, Keweenaw has been managed both passively and actively, receiving timber stumpage and mineral royalty income. During the World Wars, Keweenaw timber properties were harvested heavily for war needs. In the early 1950's, Keweenaw began to manage its timber assets by practicing sustainable forestry in order to maximize the value of its timberland assets over the long term. The current and more proactive operating management commenced in 1992. The company's forest management practices have been audited and certified by the Forest Stewardship Council since 1994.

Value Analysis

Approximately every three years starting in 1998, Keweenaw management has engaged the services of an independent, certified, general appraisal firm to perform a third-party evaluation of KLA's primary assets, its land and timber. The purpose of this process is to inform the KLA shareholders about the underlying value of their land and timber assets only, as well as show the incremental changes in these

Report to Shareholders (continued)

asset values. These assessments are performed in accordance with the National Uniform Standards of Professional Appraisal Practices (USPAP) and represents the appraiser's professional analysis, opinions, and conclusions with respect to the market value of Keweenaw's land and timber assets. Following is a summary of appraisal results:

A. Value of Timber Assets (Excluding Land)

| Valuation Date | Acres | Total Timber Value (in millions) | Timber Value Per Acre |
|----------------------|---------|-------------------------------------|--------------------------|
| May 1998 | 156,400 | \$ 72.53 | \$464 |
| Dec. 2000 | 155,882 | \$ 93.23 | \$598 |
| Dec. 2003 | 155,839 | \$104.16 | \$668 |
| Dec. 2006 | 158,153 | \$132.36 | \$837 |
| Dec. 2009 | 161,061 | \$117.31 | \$728 |
| Dec. 2012 | 161,940 | \$134.12 | \$828 |
| % Change (1998-2012) | 3.5% | 84.9% | 77.9% |
| Annual % Change | 0.2% | 5.8% | 5.3% |

Total timber value increased by over 14% since 2009 as a result of improved demand for logs and pulpwood since the economic decline, which began in 2008. The volume of standing timber also increased by 2.6% between 2009 and 2012.

It should be understood that the gross timber values noted above represent a valuation of timber on Keweenaw property as a pure stand-alone asset and is a method of measuring timber value from period to period based on stumpage rates and product mix together with the timber volume. These appraisals do not necessarily represent the amount at which the timber could be sold in a single transaction. Accordingly, the sale of timber, either as part of a harvest or together with the sale of the underlying land, might result in a price that could be significantly different than the values set forth above.

B. Appraisal Comparisons of Land and Timber

| Appraisal Date | Comparable Sales Approach | | Discounted Cash Flow Approach | | Overall Appraised Value | |
|-----------------------|------------------------------|----------|----------------------------------|----------|----------------------------|----------|
| | Value (in millions) | Per Acre | Value (in millions) | Per Acre | Value (in millions) | Per Acre |
| May 1998 | \$ 66.47 | \$425 | \$ 54.98 | \$352 | \$ 63.00 | \$403 |
| Dec. 2000 | \$ 85.74 | \$550 | \$ 84.11 | \$540 | \$ 85.74 | \$550 |
| Dec. 2003 | \$102.85 | \$660 | \$107.40 | \$689 | \$102.85 | \$660 |
| Dec. 2006 | \$118.61 | \$750 | \$121.88 | \$771 | \$118.61 | \$750 |
| Dec. 2009 | \$128.85 | \$800 | \$132.75 | \$824 | \$128.85 | \$800 |
| Dec. 2012 | \$133.60 | \$825 | \$141.21 | \$872 | \$140.10 | \$865 |
| % Change 1998-2012 | 101.0% | 94.1% | 156.8% | 148.0% | 122.4% | 114.7% |
| Annual % Change | 6.9% | 6.4% | 10.7% | 10.1% | 8.4% | 7.9% |

C. Summary

The overall appraised value of the land and timber increased at an annualized rate of 8.4% over the past 14 plus years. The gross timber value as a stand-alone asset increased at an annualized rate of 5.3% over the same period. Even with the economic downturn that began in 2008, the appraised value of Keweenaw's land and timber assets continues to increase in value.

Report to Shareholders (continued)

The foregoing information is presented only to demonstrate the continuing growth in value of Keweenaw's land and timber assets. The values were provided by an independent licensed appraiser and represent their opinion of value based on an analysis of market conditions along with other factors. Investors and other users of this information shouldn't necessarily construe that this data represents the price potential of Keweenaw common stock in any current or future market transaction. Historically, Keweenaw shares have traded infrequently and with very little volume. As with any investment, investors should make a careful decision in purchasing Keweenaw stock.

Timber Operations

2012 was a very solid year for Keweenaw's timber operations. Revenue from the sale of logs and pulpwood was \$9,668,988 in 2012 compared to \$9,736,841 in 2011 and \$8,239,174 in 2010. Sales realization improved by over 5% to \$117 per cd-eq compared to \$111 per cd-eq in 2011 and \$99 per cd-eq in 2010.

Total harvest production in 2012 was 82,493 cd-eq compared to the 2011 harvest level of 87,706 cd-eq and 83,294 cd-eq in 2010. Harvest production from company lands totaled 74,229 cd-eq, a decrease of 10% from the 2011 harvest level of 82,392 cd-eq and 6% lower than the 2010 harvest of 78,623 cd-eq. Volume harvested from procured-sale contracts in 2012 was 8,228 cd-eq, a 55% increase over the 2011 harvest of 5,314 cd-eq and a 76% increase over the 4,671 cd-eq harvested in 2010.

Timber operations income reached \$1,438,157 in 2012 compared to \$1,175,158 in 2011, and \$88,868 in 2010. Strong demand and favorable pricing allowed Keweenaw to sell all products and species harvested at improved margins during the year. Keweenaw continues to adhere to its core philosophy of sustained-yield management while pursuing its goal of improving forest productivity through its management practices. This will ensure Keweenaw's reputation as a reliable long-term supplier of quality logs and pulpwood.

Keweenaw continued efforts to develop a timberland management business as a way to leverage its forestry operation and timberland acquisition expertise. This separate business line would provide timberland management services to institutional investors that own timberland properties. Under this arrangement, Keweenaw would be paid fees for acquisition, management, and eventual sale of timberlands. The process has not yielded a client, however discussion with institutional investors is still ongoing. There can be no assurance that Keweenaw will be successful in implementing this strategy in the coming year.

Minerals

Positive activity surrounding Keweenaw's mineral holdings continued in 2012. On April 30, 2012, Orvana Resources U.S. Corp., which holds a mineral lease with Keweenaw, received its Part 632 Mining Permit from the Michigan Department of Environmental Quality (MDEQ). This was followed by Orvana's November 14, 2012, announcement that the MDEQ issued the National Pollutant Discharge Elimination System Permit (NPDES) for treated sanitary and process wastewaters related to the Copperwood Project. While these are positive developments, additional permits are still required before Orvana can begin mining operations. All current information regarding Orvana and the Copperwood Project can be found at their website at <http://www.orvana.com>.

On December 3, 2012, Keweenaw entered into a mineral lease agreement with Keweenaw Copper Co., a wholly-owned subsidiary of Highland Copper Company Inc., a Canadian exploration company. The lease encompasses approximately 6,400 acres and has a primary term of ten years which may be extended for an additional ten years under certain conditions. The financial terms call for an annual rental payment and additional payments upon achievement of certain milestones as well as a sliding scale net smelter return royalty upon commencement of production. All current information regarding

Report to Shareholders (continued)

Keweenaw Copper Co. and Highland Resources can be found at their website at <http://www.highlandcopper.com/s/keweenaw.asp>.

On August 26, 2012, Gogebic Taconite of Michigan, LLC of Palm Beach Gardens, Florida terminated a 20-year lease agreement with Keweenaw. Gogebic Taconite conducted a small drilling campaign on the property but did not find sufficient mineralization to warrant pursuing additional development at this time.

Keweenaw continues to make its mineral information available to bonafide mineral exploration and/or mining companies. A map of Keweenaw's mineral ownership can be found on our website at www.keweenaw.com.

Real Estate Program

Keweenaw continued efforts to upgrade and consolidate timberland holdings, while selling isolated timberlands and certain other properties having greater value for purposes other than timber management.

One property totaling 627 acres of commercial timberland was acquired in Gogebic County during the year at a cost of \$183,081. Three parcels totaling 183 acres of non-strategic land were sold generating cash of \$508,821 and recognized capital gains of \$497,019.

No rural residential lots were sold from Keweenaw development projects during the year as persistently high unemployment across the Upper Peninsula of Michigan and Northern Wisconsin continues to weigh on the market. Markets for these types of recreational properties remain sensitive to changes in various economic indicators such as disposable income, the housing market, and the overall health of the economy. Demand for these properties is expected to rise as economic conditions improve.

TRANSACTIONED ACRES BY COUNTY, 2012

| County | Acres | |
|--------------|-------|------|
| | Sold | Acqd |
| Baraga | 0 | 0 |
| Bayfield, WI | 0 | 0 |
| Dickinson | 60 | 0 |
| Florence, WI | 0 | 0 |
| Forest, WI | 0 | 0 |
| Gogebic | 43 | 627 |
| Houghton | 0 | 0 |
| Iron | 0 | 0 |
| Iron, WI | 0 | 0 |
| Keweenaw | 0 | 0 |
| Marquette | 80 | 0 |
| Ontonagon | 0 | 0 |
| Schoolcraft | 0 | 0 |
| Total | 183 | 627 |

Lease Income

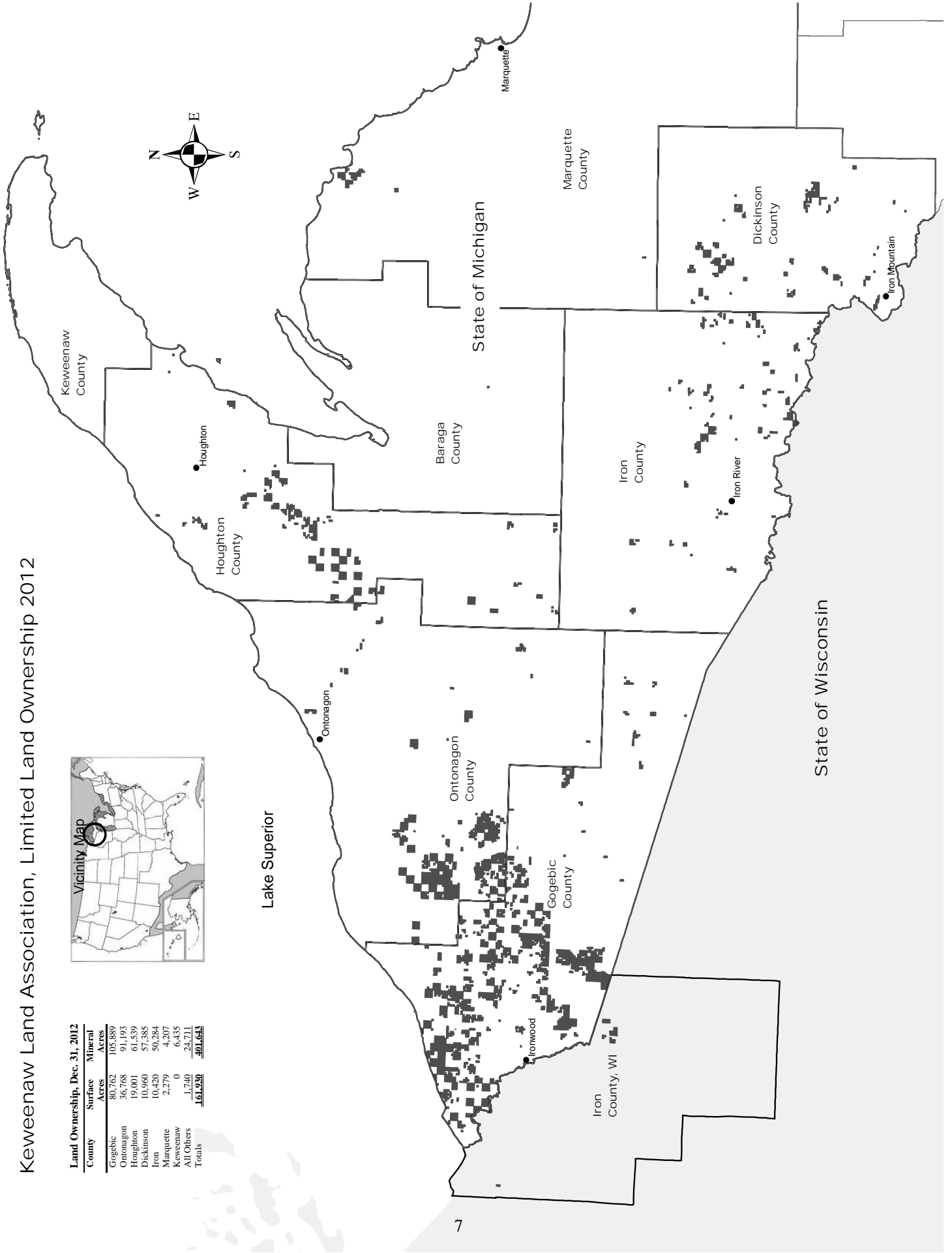
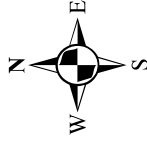
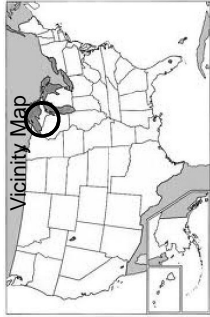
In 2012, Keweenaw received \$172,479 in rental income from surface, commercial, mineral exploration, and recreational camp leases and the sales of easements. This compares to \$153,595 in 2011 and \$118,671 in 2010. Sand and gravel royalties contributed an additional \$51,066 in 2012 compared to \$39,839 in 2011 and \$55,415 in 2010.

Income from leasing activity increased primarily from the inclusion of the Keweenaw Copper Co. lease, which was signed in December 2012. Income from sand and gravel leases rose as activity on state and federal infrastructure projects increased.

Keweenaw Land Association, Limited Land Ownership 2012

Land Ownership, Dec. 31, 2012

| County | Surface Acres | Mineral Acres |
|---------------|----------------|----------------|
| Gogebic | 80,762 | 105,889 |
| Ontonagon | 36,768 | 91,193 |
| Houghton | 19,001 | 61,539 |
| Dickinson | 10,960 | 57,385 |
| Iron | 10,420 | 50,284 |
| Marquette | 2,279 | 4,207 |
| Keweenaw | 0 | 6,435 |
| All Others | 1,740 | 24,711 |
| Totals | 161,930 | 401,643 |



Management's Discussion & Analysis of Operations

Capital Resources and Liquidity - 2012

Keweenaw's cash flow from operations was a positive \$939,440 in 2012, a positive \$406,443 in 2011, and a negative \$216,135 in 2010. The positive cash flow for the second straight year from operating activities is a direct result of higher margins after the economic slump experienced during the recession. Timber operations income was \$1,438,157 in 2012 compared to \$1,175,158 in 2011 and \$88,868 in 2010. Increased sales realization on a per-cord equivalent has significantly improved income and available cash. Price realization across all products lines continue to increase. Product prices for 2012 were above those realized in both 2011 and 2010, although not quite at the higher levels experienced pre-recession in 2008. Log product mix was equal to 2011 and more favorable to 2010.

In 2012, Keweenaw made a direct land purchase of \$183,081, compared to \$0 in 2011 and \$128,015 in 2010. During the year, KLA received \$508,821 from three land sale transactions totaling 183 acres. The properties sold were unrelated to the company's forestry program. No developed lots were sold in 2012 or 2011, compared to one lot sold in 2010. For the fourth straight year, interest in lots was down compared to prior years due to continuing uncertainties in the real estate market across the Upper Peninsula. In other transactions affecting cash, Keweenaw purchased equity shares for \$176,457. At year end, the company's investment portfolio held equity securities, including ETF funds, valued at \$3,951,788 and money market funds amounting to \$330,709. Capital expenditures totaled \$56,375 in 2012 for the replacement of equipment and capitalized logging roads. In 2012, no dividends were paid to shareholders. Keweenaw issued shares to the Board of Directors and Officers with a cost amounting to \$72,847. On December 31, 2012, Keweenaw had \$1,899,402 in cash and cash equivalents on hand compared to \$894,398 at the end of 2011 and \$1,025,882 at the end of 2010.

The company has three credit arrangements at Wells Fargo Bank Michigan N.A.: 1) a \$2,500,000 operating line of credit available to satisfy short-term operating cash needs, 2) a \$900,000 line of credit available to provide a source for funding standby letters of credit to guarantee performance on public bid timber stumpage contracts from the USDA Forest Service, and 3) a six-year fixed-rate loan.

Keweenaw did not borrow on its short-term line of credit in 2012 compared to \$2,570,640 borrowed and \$2,803,980 repaid in 2011 and \$3,448,804 borrowed and \$3,220,360 repaid in 2010. At the end of 2012, no outstanding balance remained on its short-term line of credit. Short-term borrowing and repayment occurs as needed using the automatic balance transfer feature of Keweenaw's primary business checking account and its operating line of credit. On Keweenaw's \$900,000 line of credit, four letters of credit totaling \$561,000 were outstanding at the end of 2012, though no balance was owed on any of the letters. On its six-year fixed-rate loan, a principal balance of \$766,483 remains, down from the initial balance of \$1,001,913 in September 2010. Terms of the loan are 71 principal payments of \$8,349 each and one final principal and interest payment of \$400,611 due in September 2016. In 2012, a total of \$100,191 in principal payments were made on this loan. See Note I of the Notes to the Consolidated Financial Statements for an expanded discussion of the company's available credit facilities.

Results of Operations

The company's management objective is to consolidate, protect, and improve its timberland assets by employing sustainable forestry management. Our forest management practices have resulted in an improved product mix and increased production volume through better utilization of resources. Technological changes in equipment over the last ten years have also contributed to increased production and utilization of our forest resources. The company's use of the single tree selection method for marking timber improves log quality and maximizes sales dollars over the long term. Improving the quality and quantity of standing timber is our long-term objective. Keweenaw also actively seeks to improve its forestland holdings through land acquisitions and like-kind exchanges. By managing the company's timberland assets with these long-term goals in mind, the board believes it benefits the company's shareholders by increasing the value of its assets, while providing a

Management's Discussion & Analysis of Operations (continued)

reasonable level of operations income. This strategy helped Keweenaw through the severe economic recession and preserved its market share, along with its ability to sell all harvested volume. Again in 2012, SmartWood, a third-party forest practices certification organization, under the auspices of the Forest Stewardship Council, has certified the company's sustainable forestry practices as "well-managed," the highest category available. Keweenaw has proudly held this distinction since 1994. Under this certification, Keweenaw's timber management policy states it will not harvest timber beyond its growth rate as determined over a ten-year period.

The company's total log production in 2012 was 82,457 cd-eq compared to 87,706 cd-eq in 2011 and 83,294 cd-eq in 2010. Log production on purchased timber contracts amounted to 8,228 cd-eq during the year compared to 5,314 cd-eq in 2011 and 4,671 cd-eq in 2010. Since the mid-1990's, Keweenaw has purchased private timber contracts in order to boost its market share, provide additional income, and to expand logging and trucking opportunities for our independent contractors when seasonal restrictions exist on company lands. Some of the contracts have provisions for indexing market conditions, and the USFS has allowed for time extensions on such contracts.

Timber Sales

As in past years, Keweenaw Land Association, Limited receives most of its income from the sale of logs harvested from its timberlands and private timber contracts. Since 1993, Keweenaw Land Association, Limited has employed direct marketing of its forest products allowing the company to negotiate with customers and profit from market opportunities. The company continues to "re-manufacture" logs at its sorting facility in Ironwood, Michigan to maximize the value of logs and meet customer needs. Keweenaw's sustainable forestry program insures an available log supply into the future.

Demand for Keweenaw forest products was strong in 2012 and the company was able to meet all log sale commitments to its customers. Since late 2008, the forest products industry continues to rebound from a down cycle. Keweenaw remains determined to provide its customers with a superior product for the best market price possible. Over the years, Keweenaw has built long-term relationships with its customers allowing the sale of all of its production at positive margins. The company reported log sales in 2012 totaling \$9,668,988 compared to \$9,736,841 and \$8,239,174 in 2011 and 2010 respectively. Product pricing and gross margin improvement over 2011 allowed Keweenaw to finish the year with its best timber operating income since 2008. It is notable that these results were achieved on approximately 6% less volume than in 2011. Product mix in 2012 yielded 23.0% sawtimber, same as the mix of 23.0% in 2011 and compared to the mix of 19.7% in 2010. In 2010, the company harvested timberlands on low ground with poorer soils in which normal seasonal access is limited and difficult. These stands were higher in pulpwood containing less sawtimber. In future years, the company continues to expect the product mix to improve on its timberlands.

The following table reflects the 2012 product mix and associated sales dollar impact compared to the two prior years:

| | Percent of Sales Product Mix | | | Product Mix Impact in Dollars | |
|------------------|------------------------------|--------|--------|-------------------------------|---------------|
| | 2012 | 2011 | 2010 | 2012 vs. 2011 | 2012 vs. 2010 |
| Veneer Logs | 2.2% | 2.4% | 2.0% | (\$70,518) | \$79,920 |
| Sawlogs | 11.6% | 11.1% | 8.7% | 70,513 | 419,436 |
| Sawbolts | 9.2% | 9.5% | 9.0% | (23,818) | 25,026 |
| Pulpwood Logs | 77.0% | 77.0% | 80.3% | (3,320) | (227,637) |
| Total Production | 100.0% | 100.0% | 100.0% | (\$27,143) | \$296,745 |

Pulpwood continues to remain the largest percentage of the yearly sales volume. In 2012, pulpwood accounted for 77% of the total sales volume. Pulp prices for 2012 were up over 5% over 2011 and 16% over 2010. While pulp prices continue to improve, they remain well below 2008 when market pricing reached its peak prior to the recession. Sawtimber prices in 2012 are up 7% over 2011 and 13% over 2010, but also are under 2008 levels. In 2012, there was strong demand for veneer grade

Management's Discussion & Analysis of Operations (continued)

logs. Average veneer price realization increased nearly 13% from 2011 and was 22% above 2010. Sawlog price realization was up 6% over both 2011 and 2010. Sawbolts, used in the flooring and pallet industries, increased 7% over 2011 and 14% from 2010. In 2012, sawbolt and pulpwood price realization, as reported below was affected by true price change as well as customer destination. As the economy improves, we expect to realize increased prices for all of our forest products.

Changes in specie mix composition along with the dynamics of the price changes reflected above resulted in the following product sales realization per unit for the years shown:

| | Log Sales Realization Per Unit | | |
|--------------------------|--------------------------------|---------|-------|
| | 2012 | 2011 | 2010 |
| Veneer Logs (Per MBF) | \$1,147 | \$1,018 | \$939 |
| Sawlogs (Per MBF) | 411 | 389 | 389 |
| Sawbolts (Per Cord) | 122 | 114 | 107 |
| Pulpwood Logs (Per Cord) | 95 | 90 | 82 |
| Total Sales (Per Cd-eq) | \$117 | \$111 | \$99 |

The total impact on log sales resulting from all previously discussed factors are reflected below:

| Impact From | Impact on Log Sales Dollars | |
|---|-----------------------------|---------------|
| | 2012 Vs. 2011 | 2012 Vs. 2010 |
| Changes in Prices | \$597,117 | \$1,225,868 |
| Changes in Specie Mix | (49,700) | (6,563) |
| Changes in Product Mix | (27,142) | 296,745 |
| Changes in Production Volume | (588,128) | (86,236) |
| Net Increase (Decrease) in Timber Sales | (\$67,853) | \$1,429,814 |

Total log sales by specie groups are represented below:

| | 2012 | | | 2011 | | | 2010 | | |
|-----------|--------|-------------|----------|--------|-------------|----------|--------|-------------|----------|
| | Cords | Sales | % of Vol | Cords | Sales | % of Vol | Cords | Sales | % of Vol |
| Northern | | | | | | | | | |
| Hardwood | 65,461 | \$8,070,273 | 79% | 74,066 | \$8,517,214 | 84% | 66,547 | \$6,846,200 | 80% |
| Aspen | 5,547 | 517,425 | 7% | 4,428 | 379,253 | 5% | 5,909 | 491,493 | 7% |
| Softwoods | 11,485 | 1,081,290 | 14% | 9,302 | 840,374 | 11% | 10,910 | 901,481 | 13% |
| | 82,493 | \$9,668,988 | 100% | 87,796 | \$9,736,841 | 100% | 83,366 | \$8,239,174 | 100% |

Cost of Sales

Keweenaw's cost of log sales for 2012 amounted to \$6,567,931 compared to \$6,776,399 in 2011 and \$6,270,099 in 2010. The company harvested 82,457 cd-eq in 2012, 87,706 cd-eq in 2011, and 83,294 cd-eq in 2010. Production in 2012 was down 6% from 2011 and down 1% from 2010. Logging and freight costs continue to represent the majority of log production expense. These costs amounted to \$5,626,826 in 2012, \$5,860,208 in 2011, and \$5,349,962 in 2010. Logging and trucking contractors constantly face increasing fuel, operating, and equipment costs. We continue to provide our reliable loggers, truckers, and subcontractors with competitive pay and logging opportunities.

Timber depletion on Keweenaw lands amounted to \$146,535 in 2012, \$168,245 in 2011, and \$161,902 in 2010. KLA also incurred procured stumpage costs of \$220,178 in 2012, \$111,004 in 2011, and \$70,492 in 2010. The company continues to keep an eye on current market conditions to maximize revenue from our existing multi-year contracts on USDA Forest Service lands. In the last few years, certain contracts would have produced negative returns based on market pricing had the company not deferred harvest. Because conditions changed in 2012, the company was able to harvest several units at a positive return. Usually, long-term procured stumpage contracts enable Keweenaw to manage its production schedule to better utilize the company's contractors when company land

Management's Discussion & Analysis of Operations (continued)

sustainable harvest limits are reached. The additional volume provided by federal and private contracts help the company maintain its reputation as a reliable supplier, adding to market share and securing additional profit for timber operations. Logging and delivery costs of procured production are similar to those from company land but also have the added cost of stumpage (the cost to purchase the standing timber from the seller). Stumpage costs amounted to \$27 per cord in 2012 compared to \$21 in 2011 and \$15 in 2010. Keweenaw continues to bid on federal, state, and local contracts if they are profitable. No new federal or state timber-cutting contracts were added in 2012. As in 2011, small and profitable private timber contracts were harvested in 2012.

Maintenance and improvement of the company's logging road infrastructure is another major element of Keweenaw's production cost. In 2012 road-building costs were \$399,459, or around 6% of the total cost of log sales. This compares to \$459,848 in 2011 and \$511,398 in 2010. Company policy is to construct or improve summer logging roads at least a year prior to planned production. Road spending in 2012 was \$60,389 less than in 2011 mostly due to re-entering existing harvest sites where little maintenance was necessary. Road expenditures are either deferred or written off in the year when actual harvest production occurs. Costs of snow removal and "freeze-in" of roads for winter operations amounted to 19% of total road spending in 2012 compared to the 17% in 2011 and 25% in 2010. Lake effect snow along with temperature changes can cause considerable variance in the cost of winter road preparation from season to season. Road expenditures made in 2011 amounting to \$79,187 were written off in 2012 as harvest production occurred on affected properties. \$74,417 of 2012 road spending, relating to 2013 timber operations, was deferred until 2013. Per unit of production costs for 2012, 2011, and 2010 are reflected below:

| Production Cost Factor | Cost Per Cord Produced | | |
|--|------------------------|------|------|
| | 2012 | 2011 | 2010 |
| Logging Costs | \$40 | \$40 | \$38 |
| Freight Costs | 28 | 27 | 26 |
| Sort Yard Expenses | 2 | 2 | 2 |
| Logging Road Costs | 5 | 5 | 6 |
| Timber Depletion & Procured Stumpage Costs | 5 | 3 | 3 |
| Inventory Change & Other Costs | 0 | 0 | 0 |
| Total Costs Per Cord | \$80 | \$77 | \$75 |

Gross Margin

The gross margin from timber operations in 2012 was \$3,101,057 compared to \$2,960,442 in 2011 and \$1,969,075 in 2010, a 5% increase from 2011 and a 57% increase from 2010. On a unit of sales basis, gross margins were:

| | Per Cord Equivalent | | |
|---------------|---------------------|-------|------|
| | 2012 | 2011 | 2010 |
| Log Sales | \$117 | \$111 | \$99 |
| Cost of Sales | 80 | 77 | 75 |
| Gross Margin | \$37 | \$34 | \$24 |

In 2012, Keweenaw recorded a gross margin of \$41 per cd-eq on company land production. On procured production, a gross margin of \$11 per cd-eq was achieved.

Operations Expenses

The company's operating expenses amounted to \$1,662,900 in 2012, \$1,785,284 in 2011, and \$1,880,207 in 2010. These costs on a unit of production basis were \$20 per cd-eq for 2012 and 2011, and \$23 per cd-eq in 2010. Employee salaries and benefits represented 71% of total operating costs. For the third year in a row, management restructured the company's employee medical insurance for cost savings, while maintaining a suitable level of coverage. Medical insurance expense for 2013 will

Management's Discussion & Analysis of Operations (continued)

only increase by 5%, compared to the 16% average increase for Michigan. All employee benefit plans are reviewed annually to ensure cost effectiveness for both the company and employee. As a percent of total operating cost, other operating expenses in 2012 included: chairman's fee and professional services 14%, office and equipment costs 9%, travel expense 2%, and other 4%. The company's interest expense declined in 2012 by its non-use of the operating line of credit and the reduced principal balance on the land acquisition loan first acquired in 2007. Interest amounted to \$43,784 in 2012, \$67,782 in 2011, and \$57,449 in 2010.

Other Income

Keweenaw Land Association has a long standing policy to upgrade and consolidate its timberland holdings, while simultaneously divesting of isolated timberlands and certain other properties having higher and better use for purposes other than timber management. In 2012, the company sold three parcels of land amounting to 143 acres. In these transactions, Keweenaw recognized \$497,019 in capital gains income. As mentioned earlier, Keweenaw Properties LLC, did not sell any developed lots.

Royalties totaling \$51,066 were received from the sale of gravel from the company's leased pits during 2012. This compares to \$39,839 in 2011 and to \$55,415 in 2010. The company's gravel production is used mainly in commercial construction and highway infrastructure improvements. The amount of royalties Keweenaw receives can change annually depending on the location of new projects. Availability of state and federal funding plays a large role in the timing of receipts. In 2012, \$172,479 in rental income from surface, commercial, mineral exploration, and recreational camp leases and the sale of easements was recognized compared to \$153,595 in 2011 and \$118,671 in 2010. These totals include \$35,955 received in 2012 from Orvana Resources U.S. Corp. as a result of their 2008 mining lease with the company. Annually increasing lease payments will be received throughout the 20-year agreement or until termination of the lease or mining commences. If Orvana engages in mining operations, a variable net smelter royalty agreement will replace lease payments. Exploratory leases with Trans-Superior Resources and Keweenaw Copper Company yielded \$18,600 and \$30,000 respectively.

Dividend and interest income on the company's financial investments totaled \$103,865 in 2012, \$109,161 in 2011, and \$78,833 in 2010. In 2012, there were no sales of equity investments. The company's 2012 year-end investment portfolio allocation was 77% equity securities, 15% exchange traded bond funds, and 8% money market funds. Total investment income over the three-year period is summarized below:

| Source | 2012 | 2011 | 2010 |
|-----------------------------------|-----------|-----------|-----------|
| Dividends | \$103,817 | \$109,095 | \$78,780 |
| Interest Income | 48 | 66 | 53 |
| Net Realized Capital Gains (Loss) | 0 | 213,498 | 428,587 |
| Total | \$103,865 | \$322,659 | \$507,420 |

The market value of Keweenaw's investment portfolio on December 31, 2012, was \$4,282,497 compared to \$3,918,030 in 2011 and \$4,118,307 in 2010. Unrecognized gains remaining in the portfolio were \$2,023,605 at the end of 2012. Everett Harris and Company of Los Angeles made and implemented investment decisions.

Other Expenses

Keweenaw recorded other expenses in 2012, including expenditures for land management and board of director activities. Personnel costs of \$12,951 represented 3% of land management expense. Property taxes were \$327,829, or 81% of the total. Other expenses included administrative costs of \$63,812, or 16%. Total land management expense was \$404,592 compared to \$483,212 and \$478,604 in 2011 and 2010 respectively. Board-of-director expenses in 2012 amounted to \$213,577,

Management's Discussion & Analysis of Operations (continued)

\$253,154 in 2011, and \$252,593 in 2010. Expenditures connected with board election contests and other proxy related matters were \$23,501 in 2012 and \$55,518 and \$64,375 in 2011 and 2010 respectively. The remaining \$190,076 of board costs in 2012 were composed of directors' fees 78%; travel expense and insurance costs represent the remaining 22%.

Net Income

Keweenaw Land Association, Limited net income for 2012 was \$1,041,096 compared to net income of \$520,820 in 2011 and \$164,183 in 2010. Net income per share (split-adjusted) was \$0.81, \$0.40, and \$0.13 in 2012, 2011, and 2010, respectively. Weighted average common shares outstanding (split-adjusted) were 1,292,681 shares in 2012, 1,291,488 shares in 2011, and 1,290,660 shares in 2010. No dividends were paid to shareholders in 2012, 2011, and 2010.



INDEPENDENT AUDITOR'S REPORT

Board of Directors

Keweenaw Land Association, Limited and Subsidiaries

We have audited the accompanying consolidated financial statements of Keweenaw Land Association, Limited and subsidiaries, which comprise the consolidated statements of assets, liabilities, and capital as of December 31, 2012, 2011 and 2010, and the related consolidated statements of income and expense, capital, and cash flows for the years then ended, 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 consolidated 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 consolidated 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 consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to the above present fairly, in all material respects, the financial position of Keweenaw Land Association, Limited and subsidiaries, as of December 31, 2012, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Anderson, Tackman & Company, PLLC

Certified Public Accountants
Marquette, Michigan

February 18, 2013

KEWEENAW LAND ASSOCIATION, LIMITED

Statement of Consolidated Income and Expenses

| | | Year Ended December 31 | | |
|-----------------------------------|---|------------------------|-------------|-------------|
| | | 2012 | 2011 | 2010 |
| Timber Operations Income | Timber Sales | \$9,668,988 | \$9,736,841 | \$8,239,174 |
| | Cost of Sales | 6,567,931 | 6,776,399 | 6,270,099 |
| | Gross Margin on Timber Sales | 3,101,057 | 2,960,442 | 1,969,075 |
| | Operations Expenses | 1,662,900 | 1,785,284 | 1,880,207 |
| | Timber Operations Income | 1,438,157 | 1,175,158 | 88,868 |
| Real Estate Development | Developed Lot Sales | 0 | 0 | 20,000 |
| | Development Costs | 0 | 0 | 21,142 |
| | Gross Margin on Developed Lot Sales | 0 | 0 | (1,142) |
| | Total Operations Income | 1,438,157 | 1,175,158 | 87,726 |
| Other Income | Mineral Royalties | 51,066 | 39,839 | 55,415 |
| | Leases & Rentals | 172,479 | 153,595 | 118,671 |
| | Investment Earnings | 103,865 | 109,161 | 78,833 |
| | Profit (Loss) on Security Sales | 0 | 213,498 | 428,587 |
| | Land Sales | 497,019 | 126,577 | 229,625 |
| | Other | 15,778 | 10,266 | 7,625 |
| | Total Other Income | 840,207 | 652,936 | 918,756 |
| Other Expenses | Land Management Expenses | 404,592 | 483,212 | 478,604 |
| | Board of Directors' Expenses | 213,577 | 253,154 | 252,593 |
| | Total Other Expenses | 618,169 | 736,366 | 731,197 |
| | Income Before State and Federal Income Taxes | 1,660,195 | 1,091,728 | 275,285 |
| | Provision for State and Federal Income Taxes | 619,099 | 570,908 | 111,102 |
| | Net Income | 1,041,096 | 520,820 | 164,183 |
| Other Comprehensive Income | Unrealized Gains (Losses) on Securities, Net of Taxes: | | | |
| | Unrealized Holding Gains (Losses) Arising During the Year | 240,517 | (6,813) | 315,080 |
| | Less: Reclassification Adjustment for Gains (Losses) in Net Income | 0 | (140,909) | (282,867) |
| | Other Comprehensive Income | 240,517 | (147,722) | 32,213 |
| | Total Comprehensive Income | \$1,281,613 | \$373,098 | \$196,396 |
| Per Share | Net Income Per Share* | \$0.81 | \$0.40 | \$0.13 |
| | Total Comprehensive Income Per Share | \$0.99 | \$0.29 | \$0.15 |
| | Cash Dividends Per Share | \$0.00 | \$0.00 | \$0.00 |

*Net income per share is calculated based on the weighted average number of common shares outstanding.

Adjusted for the 2-for-1 forward stock split which occurred on 2/15/11.

See Notes to Consolidated Financial Statements

KEWEENAW LAND ASSOCIATION, LIMITED

Statement of Consolidated Assets, Liabilities, and Capital

| | | December 31 | | |
|--|--|----------------------------|--------------|--------------|
| | | 2012 | 2011 | 2010 |
| <i>Assets</i> | CURRENT ASSETS | | | |
| | Cash & Cash Equivalents | \$1,899,402 | \$894,398 | \$1,025,882 |
| | Receivables, Net of Allowance for Doubtful Accounts of \$5,039 in 2012, of \$16,071 in 2011, and of \$2,020 in 2010 | 213,842 | 446,659 | 171,198 |
| | Inventory | 58,296 | 60,013 | 63,573 |
| | Prepaid Expenses | 189,651 | 149,495 | 260,031 |
| | Total Current Assets | 2,361,191 | 1,550,565 | 1,520,684 |
| | INVESTMENTS IN MARKETABLE SECURITIES | 3,951,788 | 3,410,912 | 3,142,484 |
| | PROPERTIES | | | |
| | Mineral, Timber, and Land, Net of Accumulated Depletion of \$4,916,434 in 2012, \$4,743,052 in 2011, and \$4,547,628 in 2010 | 5,550,900 | 5,582,088 | 5,731,140 |
| | Land | 6,021,972 | 5,953,699 | 5,953,699 |
| | EQUIPMENT | | | |
| | Equipment, at Cost, Net of Accumulated Depreciation of \$1,286,108 in 2012, \$1,215,019 in 2011, and \$1,169,305 in 2010 | 491,807 | 556,543 | 544,090 |
| | OTHER NON-CURRENT ASSETS | 302,422 | 188,826 | 236,324 |
| | TOTAL ASSETS | \$18,680,080 | \$17,242,633 | \$17,128,421 |
| | <i>Liabilities & Capital</i> | CURRENT LIABILITIES | | |
| Accounts & Deposits Payable | | \$107,964 | \$117,907 | \$67,394 |
| Commercial Line of Credit | | 0 | 0 | 233,340 |
| Current Portion of Long Term Debt | | 100,191 | 100,191 | 100,191 |
| Accrued Liabilities | | 617,707 | 502,274 | 483,072 |
| Total Current Liabilities | | 825,862 | 720,372 | 883,997 |
| LONG TERM LIABILITIES | | | | |
| Long Term Debt | | 666,291 | 766,483 | 866,674 |
| Deferred Federal and State Income Tax Liability | | 861,798 | 784,109 | 868,807 |
| Total Liabilities | | 2,353,951 | 2,270,964 | 2,619,478 |
| CAPITAL | | | | |
| Common Stock: 10,000,000 Shares Authorized, 1,292,858 Shares of No Par Value Issued | | 84,543 | 84,478 | 84,414 |
| Accumulated Other Comprehensive Income, Net of Taxes | | 1,335,579 | 1,095,062 | 1,242,784 |
| Retained Earnings | | 14,906,007 | 13,792,129 | 13,181,745 |
| Total Capital | | 16,326,129 | 14,971,669 | 14,508,943 |
| TOTAL LIABILITIES & CAPITAL | \$18,680,080 | \$17,242,633 | \$17,128,421 | |

See Notes to Consolidated Financial Statements

KEWEENAW LAND ASSOCIATION, LIMITED

Statement of Consolidated Capital

| | Retained Earnings | Accumulated Other Comprehensive Income | Common Stock Issued | Total Capital |
|---|----------------------|---|---------------------------|------------------|
| December 31, 2009, Balance | \$12,943,165 | \$1,210,570 | \$84,357 | \$14,238,092 |
| Changes during 2010: | | | | |
| Comprehensive Income: | | | | |
| Net Income | 164,183 | | | 164,183 |
| Other Comprehensive Income: | | | | |
| Unrealized Gains (Losses) on Securities, Net of Tax, Arising During the Year, Net of Reclassification Adjustment to Net Income | | 32,214 | | 32,214 |
| Impact of Shares Issued to Directors & Officers | 74,397 | | 57 | 74,454 |
| December 31, 2010, Balance | \$13,181,745 | \$1,242,784 | \$84,414 | \$14,508,943 |
| Changes during 2011: | | | | |
| Comprehensive Income: | | | | |
| Net Income | 520,820 | | | 520,820 |
| Other Comprehensive Income: | | | | |
| Unrealized Gains (Losses) on Securities, Net of Tax, Arising During the Year, Net of Reclassification Adjustment to Net Income | | (147,722) | | (147,722) |
| Impact of Shares Issued to Directors & Officers | 89,564 | | 64 | 89,628 |
| December 31, 2011, Balance | \$13,792,129 | \$1,095,062 | \$84,478 | \$14,971,669 |
| Changes during 2012: | | | | |
| Comprehensive Income: | | | | |
| Net Income | 1,041,096 | | | 1,041,096 |
| Other Comprehensive Income: | | | | |
| Unrealized Gains (Losses) on Securities, Net of Tax, Arising During the Year, Net of Reclassification Adjustment to Net Income | | 240,517 | | 240,517 |
| Impact of Shares Issued to Directors & Officers | 72,782 | | 65 | 72,847 |
| December 31, 2012, Balance | \$14,906,007 | \$1,335,579 | \$84,543 | \$16,326,129 |

See Notes to Consolidated Financial Statements

KEWEENAW LAND ASSOCIATION, LIMITED

Consolidated Statement of Cash Flow

| | | Year Ended December 31 | | |
|--|--|---|-----------------|-------------|
| | | 2012 | 2011 | 2010 |
| <i>Cash Flows Provided by Operating Activities</i> | Net Income | \$1,041,096 | \$520,820 | \$164,183 |
| | Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | | |
| | Depletion and Depreciation | 259,171 | 282,316 | 291,852 |
| | Changes in Operating Assets and Liabilities: | | | |
| | Decrease (Increase) in Accounts Receivable | 402,581 | (406,700) | 79,435 |
| | Decrease (Increase) in Prepaid Expenses | (327,382) | 192,111 | (3,938) |
| | Decrease (Increase) in Inventory | 1,718 | 3,559 | (2,132) |
| | Increase (Decrease) in Deposits and Accounts Payable | (9,942) | 50,512 | (56,750) |
| | Increase (Decrease) in Deferred Income Taxes Payable | (46,215) | 84,698 | (8,589) |
| | Increase (Decrease) in Accrued Liabilities | 117,482 | 19,043 | (23,026) |
| | (Gain) Loss on Sale of Securities | 0 | (213,498) | (428,587) |
| | (Gain) Loss on Sale/Retirement of Equipment | (2,050) | 159 | (100) |
| | (Gain) Loss on Sale of Land | (497,019) | (126,577) | (228,483) |
| | Net Cash Flows Provided by Operating Activities | 939,440 | 406,443 | (216,135) |
| | <i>Cash Flows Provided by (Used for) Investing Activities</i> | Net Purchases of Property and Equipment | (17,234) | (95,504) |
| Purchases of Securities | | (176,457) | (516,018) | (118,570) |
| Proceeds from Sale of Securities | | 0 | 237,267 | 779,439 |
| Road Construction | | (39,141) | (48,495) | (30,995) |
| Purchases of Land | | (183,081) | 0 | (128,015) |
| Proceeds from Land Sales | | 508,821 | 128,726 | 225,001 |
| Lot Development | | 0 | 0 | 17,653 |
| Net Cash Flows Provided by (Used for) Investing Activities | 92,908 | (294,024) | 712,382 | |
| <i>Cash Flows Provided by (Used for) Financing Activities</i> | Issuance (Purchase) of Stock | 72,847 | 89,628 | 74,455 |
| | Payment of Dividends | 0 | 0 | 0 |
| | Commercial Line of Credit Borrowing | 0 | 2,570,640 | 3,448,804 |
| | Commercial Line of Credit Payments | 0 | (2,803,980) | (3,220,360) |
| | Commercial Installment Loan Payments | (100,191) | (100,191) | (1,143,381) |
| | Net Cash Flows Used for Financing Activities | (27,344) | (243,903) | (840,482) |
| NET CASH FLOW | 1,005,004 | (131,484) | (344,235) | |
| Beginning Cash and Cash Equivalents | 894,398 | 1,025,882 | 1,370,117 | |
| ENDING CASH AND CASH EQUIVALENTS | \$1,899,402 | \$894,398 | \$1,025,882 | |
| <i>Supplementary Cash Flow Information</i> | Interest Paid | (\$43,784) | (\$67,782) | (\$57,449) |
| | Federal and State Income Taxes Paid | (\$555,311) | (\$347,671) | (\$89,432) |

See Notes to Consolidated Financial Statements

Notes to the Consolidated Financial Statements – December 31, 2012

Note A: Summary of Significant Accounting Policies

Principles of Consolidation: The consolidated financial statements include the accounts of the company and all of its wholly owned subsidiaries. Significant inter-company accounts and transactions have been eliminated.

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash and Equivalents: Highly liquid investments with maturity of three months or less when purchased are generally considered to be cash equivalents.

Investments in Debt and Equity Securities: Management determines the appropriate classification of its investments in debt and equity securities at the time of purchase and re-evaluates such determination at each balance sheet date. Debt securities for which the company does not have the intent or ability to hold to maturity are classified as available for sale, along with the company's investment in equity securities. Securities available for sale are carried at fair market value, with the unrealized gains and losses, net of tax, reported as Accumulated Other Comprehensive Income in a separate component of capital. For the three years reported, the company classified no investments as trading or held to maturity types.

The amortized cost of debt securities classified as available for sale is adjusted for amortization of premiums and accretion of discounts to maturity or, in the case of mortgage-backed securities, over the estimated life of the security. Such amortization and interest are included in other income or expense. The cost of securities sold is based on the specific identification method.

Inventories: Inventories are valued at the lower of cost or market using the average cost method.

Properties: Properties consist of the recorded costs of mineral, timber, and land holdings. These holdings include the undeveloped, "as-is" market value of properties assigned for development, as well as all accumulated expenditures for lot development that have not been previously recognized as expense. Timber depletion charges are based on these recorded values and the properties' estimated reserves, utilizing the pooling method. In addition, permanent logging road construction costs incurred have been capitalized and included in properties. That portion of permanent road costs for road surfacing, culverts, bridges, and other improvements will be depreciated over 15 years using the straight-line method.

Equipment: Equipment is carried at cost and the provision for depreciation is generally computed using the straight-line method over the estimated useful lives of the assets.

Deferred Income Taxes: Deferred income taxes are determined utilizing a liability approach. This method gives consideration to the future tax consequences associated with the differences between the financial accounting and tax bases of assets and liabilities.

Fair Value Measurements: Management has reported all significant financial and non-financial assets and liabilities at their fair value in Footnote G to the financial statements. With the exception of financial investments which are carried at fair value in the balance sheet, all other assets and liabilities are represented in the balance sheet at historical cost.

Subsequent Events: The company has evaluated events and transactions through February 18, 2013, the date these financial statements were issued, for items that should potentially be recognized or disclosed.

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

Note B: Investments in Debt and Equity Securities

The following is a summary of investment securities classified as available for sale as of December 31, 2012:

| | Cost | Unrealized Holding Gains | Fair Value |
|--------------------------------|--------------------|--------------------------------|--------------------|
| Non Current Investments: | | | |
| Equity Securities | \$1,928,183 | \$2,023,605 | \$3,951,788 |
| Current Investments: | | | |
| Government Obligations | 0 | 0 | 0 |
| Investments Available for Sale | <u>\$1,928,183</u> | <u>\$2,023,605</u> | <u>\$3,951,788</u> |

Realized gains and losses are determined on the basis of the specific identification method. During 2012, 2011, and 2010, sales proceeds and gross realized gains and losses on securities available for sale were:

| | 2012 | 2011 | 2010 |
|-----------------------|------------|------------------|--------------------|
| Sale Proceeds | <u>\$0</u> | <u>\$237,267</u> | <u>\$779,439</u> |
| Gross Realized Gains | <u>\$0</u> | <u>\$213,498</u> | <u>\$534,562</u> |
| Gross Realized Losses | <u>\$0</u> | <u>\$0</u> | <u>(\$105,975)</u> |

Realized gains and losses reflected in net income appear in the company's Statement of Consolidated Income and Expenses under the heading "Profit (Loss) on Security Sales".

At December 31, 2012, 2011, and 2010, shareholders' equity, as reflected in the company's Statement of Consolidated Assets, Liabilities, and Capital, include an accumulated unrealized gain, net of taxes, on securities classified as available for sale in the amounts of \$1,335,579, \$1,095,062, and \$1,242,784 respectively.

The following is a summary of investment securities classified as available for sale as of December 31, 2011:

| | Cost | Unrealized Holding Gains | Fair Value |
|--------------------------------|--------------------|--------------------------------|--------------------|
| Non Current Investments: | | | |
| Equity Securities | \$1,751,727 | \$1,659,185 | \$3,410,912 |
| Current Investments: | | | |
| Government Obligations | 0 | 0 | 0 |
| Investments Available for Sale | <u>\$1,751,727</u> | <u>\$1,659,185</u> | <u>\$3,410,912</u> |

The following is a summary of investment securities classified as available for sale as of December 31, 2010:

| | Cost | Unrealized Holding Gains | Fair Value |
|--------------------------------|--------------------|--------------------------------|--------------------|
| Non Current Investments: | | | |
| Equity Securities | \$1,259,468 | \$1,883,016 | \$3,142,484 |
| Current Investments: | | | |
| Government Obligations | 0 | 0 | 0 |
| Investments Available for Sale | <u>\$1,259,468</u> | <u>\$1,883,016</u> | <u>\$3,142,484</u> |

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

Note C: Comprehensive Income

Comprehensive income is a more inclusive financial reporting methodology that includes disclosures of certain financial information that historically have not been recognized in the calculation of net income.

For the year 2012, Keweenaw held securities, classified as available for sale, which incurred unrealized gains of \$240,517 before tax and are reflected as other comprehensive income (losses). The before tax and after tax amounts for these gains and losses incurred, as well as the tax (expense)/benefit, are summarized below:

| | Before Tax | Tax (Expense) /Benefit | After Tax |
|---|------------------|------------------------------|------------------|
| Unrealized Holding Gains (Losses) | \$364,420 | (\$123,903) | \$240,517 |
| Reclassification for Gains (Losses) in Net Income | 0 | 0 | 0 |
| Net Change in Unrealized Holding Gains (Losses) | <u>\$364,420</u> | <u>(\$123,903)</u> | <u>\$240,517</u> |

For the year 2011, Keweenaw held securities, classified as available for sale, which incurred unrealized losses of \$223,821 before tax and are reflected as other comprehensive income (losses). The before tax and after tax amounts for these gains and losses incurred, as well as the tax (expense)/benefit, are summarized below:

| | Before Tax | Tax (Expense) /Benefit | After Tax |
|---|--------------------|------------------------------|--------------------|
| Unrealized Holding Gains (Losses) | (\$10,323) | \$3,510 | (\$6,813) |
| Reclassification for Gains (Losses) in Net Income | (213,498) | 72,589 | (140,909) |
| Net Change in Unrealized Holding Gains (Losses) | <u>(\$223,821)</u> | <u>\$76,099</u> | <u>(\$147,722)</u> |

For the year 2010, Keweenaw held securities, classified as available for sale, which incurred unrealized gains of \$48,808 before tax and are reflected as other comprehensive income (losses). The before tax and after tax amounts for these gains and losses incurred, as well as the tax (expense)/benefit, are summarized below:

| | Before Tax | Tax (Expense) /Benefit | After Tax |
|---|-----------------|------------------------------|-----------------|
| Unrealized Holding Gains (Losses) | \$477,395 | (\$162,314) | \$315,081 |
| Reclassification for Gains (Losses) in Net Income | (428,587) | 145,719 | (282,868) |
| Net Change in Unrealized Holding Gains (Losses) | <u>\$48,808</u> | <u>(\$16,595)</u> | <u>\$32,213</u> |

Note D: Properties

The following is a summary of the land, timber and mineral holdings, and permanent logging roads at cost, less accumulated depletion and road depreciation:

| | 2012 | 2011 | 2010 |
|--------------------------------------|---------------------|---------------------|---------------------|
| Land | \$5,544,870 | \$5,471,682 | \$5,471,682 |
| Timber and Mineral Holdings | 9,741,248 | 9,638,195 | 9,640,317 |
| Accumulated Costs of Lot Development | 477,102 | 482,017 | 482,017 |
| Permanent Logging Roads | 726,086 | 686,945 | 638,450 |
| Properties at Cost | <u>16,489,306</u> | <u>16,278,839</u> | <u>16,232,466</u> |
| Less: Accumulated Timber Depletion | 4,614,512 | 4,467,929 | 4,299,657 |
| Less: Accumulated Road Depreciation | 301,922 | 275,123 | 247,970 |
| Net Carrying Value | <u>\$11,572,872</u> | <u>\$11,535,787</u> | <u>\$11,684,839</u> |

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

On December 31, 2012, Keweenaw owned 161,930 surface acres, primarily timberlands, and 401,643 acres of sub-surface mineral rights. In 2012, the company had \$146,535 in depletion expense, compared to \$168,245 in 2011 and \$161,902 in 2010.

Note E: Equipment

At December 31, a summary of equipment, at cost, less accumulated depreciation is as follows:

| | <u>2012</u> | <u>2011</u> | <u>2010</u> |
|---------------------------------------|------------------|------------------|------------------|
| Buildings | \$371,643 | \$371,643 | \$371,643 |
| Furniture, Equipment, and Accessories | 685,568 | 679,423 | 649,240 |
| Machinery and Vehicles | 419,799 | 421,451 | 408,408 |
| Land Improvements | <u>300,905</u> | <u>299,045</u> | <u>284,105</u> |
| Equipment at Cost | 1,777,915 | 1,771,562 | 1,713,396 |
| Less: Accumulated Depreciation | <u>1,286,108</u> | <u>1,215,019</u> | <u>1,169,306</u> |
| Equipment, Net of Depreciation | <u>\$491,807</u> | <u>\$556,543</u> | <u>\$544,090</u> |

The company charged depreciation expense to operations in the amounts of \$81,970, \$83,052, and \$97,425, for 2012, 2011, and 2010, respectively.

Note F: Income Taxes

Keweenaw recorded year-end federal and state tax liabilities (assets), according to the following table for December 31, 2012, 2011, and 2010:

| | <u>2012</u> | <u>2011</u> | <u>2010</u> |
|--|------------------|-----------------|-----------------|
| Federal: | | | |
| Current Provision for Federal Income Tax | \$536,573 | \$330,223 | \$79,424 |
| Adjustment to Current Liability | 0 | 0 | 0 |
| Current Federal Tax Deposits Net of Refund | (415,204) | (291,040) | (70,000) |
| Prior Year Federal Tax Over-Deposit | <u>0</u> | <u>0</u> | <u>0</u> |
| Federal Income Tax Liability (Assets) | <u>\$121,369</u> | <u>\$39,183</u> | <u>\$9,424</u> |
| | <u>2012</u> | <u>2011</u> | <u>2010</u> |
| State (Michigan and Wisconsin): | | | |
| Provision for State Income Tax | \$116,260 | \$64,590 | \$25,872 |
| Provision for State Gross Receipts Tax | 0 | 56,411 | 48,553 |
| Current Year State Tax Deposits | (80,064) | (79,933) | (44,021) |
| Prior Year State Tax Over-Deposit | <u>0</u> | <u>0</u> | <u>0</u> |
| State Tax Liability (Assets) | <u>\$36,196</u> | <u>\$41,068</u> | <u>\$30,404</u> |

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

The provision for federal and state income taxes consists of the following for the years ending December 31:

| | 2012 | | 2011 | | 2010 | |
|---|-----------|---------------------|-----------|---------------------|-----------|---------------------|
| | Tax | % of Taxable Income | Tax | % of Taxable Income | Tax | % of Taxable Income |
| Federal Income Taxes: | | | | | | |
| Tax Provision Computed At Statutory Rate | \$564,466 | 34.0% | \$371,187 | 34.0% | \$93,597 | 34.0% |
| Impact of IRC Section 631A Election | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% |
| Impact of IRC Graduated Statutory Rates | 0 | 0.0% | 0 | 0.0% | (10,130) | -3.7% |
| Tax vs. Book Income Timing Differences | (27,893) | -1.7% | (40,964) | -3.8% | (4,041) | -1.5% |
| Foreign Taxes Paid | 9,519 | 0.6% | 10,122 | 0.9% | 6,758 | 2.5% |
| Change in Prior Year Tax Estimate | 462 | 0.0% | 188 | 0.0% | 5,192 | 1.9% |
| Total Current Federal Tax Provision | 546,554 | 34.0% | 340,533 | 31.2% | 91,376 | 33.2% |
| Deferred Federal Taxes Exclusive of Net | | | | | | |
| Unrealized Gain/Loss on Investments | (64,815) | -4.0% | 4,816 | 0.4% | (9,302) | -3.4% |
| Total Provision for Federal Income Tax | 481,739 | 30.0% | 345,349 | 31.6% | 82,074 | 29.8% |
| State Income Tax-Michigan and Wisconsin: | | | | | | |
| Tax Provision Computed At Statutory Rate | 131,839 | 7.9% | 66,337 | 6.1% | 16,730 | 6.1% |
| Tax vs. Book Income Timing Differences | (5,517) | -0.3% | 4,151 | 0.4% | 4,713 | 1.7% |
| State Surtax | 0 | 0.0% | 7,215 | 0.7% | 2,622 | 1.0% |
| State Tax Credits | 0 | 0.0% | (6,038) | -0.6% | 0 | 0.0% |
| Change in Prior Year Tax Estimate | (7,861) | -0.5% | (7,562) | -0.7% | 3,670 | 1.3% |
| Total State Current Tax Provision | 118,460 | 7.1% | 64,103 | 5.9% | 27,734 | 10.1% |
| Deferred State Taxes Exclusive of Net | | | | | | |
| Unrealized Gain/Loss on Investments | 18,900 | 1.1% | 161,456 | 14.8% | 1,295 | 0.5% |
| Total Provision for State Income Tax | 137,360 | 8.3% | 225,559 | 20.7% | 29,028 | 10.5% |
| Provision for Taxes | \$619,099 | 37.3% | \$570,908 | 52.3% | \$111,102 | 40.4% |

The table above reflects current Michigan Corporate Income Tax (MCT) which became effective on January 1, 2012, and the former Michigan Business Tax (MBT) ending on December 31, 2011. Under the former MBT, a state business income tax and a state gross receipts tax were used. Beginning in 2008, nexus was recognized in state taxes between Michigan and Wisconsin.

In 2008, management made a federal tax election to treat certain qualifying timber income as capital gains income under Section 631 of the IRC. This change was to take advantage of significantly lower tax rates offered in the “Heartland, Harvest, and Horticulture Act of 2008” (Farm Bill). This legislation reduced the company’s tax burden in 2009 and 2008. In 2009 the company received a federal income tax refund on 2008 taxes of \$318,678 because of this change in method. The federal tax election was in effect for the year 2010; however, the reduced tax rate benefits are no longer available under current legislation.

Deferred tax liabilities and assets are determined based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

The significant components of the federal deferred tax liability as of December 31 are as follows:

| Current: | 2012 | 2011 | 2010 |
|--|-----------|-----------|-----------|
| Unrealized Gains (Losses) on Investments | \$0 | \$0 | \$0 |
| Total Current | 0 | 0 | 0 |
| Non Current: | | | |
| Equipment Depreciation | 76,992 | 95,481 | 91,099 |
| Logging Roads Depreciation | 6,877 | 6,889 | 6,455 |
| Unrealized Gains (Losses) on Investments | 688,026 | 564,122 | 640,222 |
| Offset for State Deferred Tax Liability | (46,314) | 0 | 0 |
| Total Non Current | 725,581 | 666,492 | 737,776 |
| Total Federal Deferred Tax Liability | \$725,581 | \$666,492 | \$737,776 |

The significant components of the State Deferred Tax Liability as of December 31 are as follows:

| Non Current: | 2012 | 2011 | 2010 |
|--|-----------|-----------|-----------|
| Equipment Depreciation | \$13,587 | \$16,850 | \$16,180 |
| Logging Roads Depreciation | 1,214 | 1,216 | 1,146 |
| Unrealized Gains (Losses) on Investments | 121,416 | 99,551 | 113,705 |
| Total State Deferred Tax Liability | \$136,217 | \$117,617 | \$131,031 |

The company recorded Michigan deferred tax liability on December 31, 2007, for the first time. This value was not charged against income for 2007 but was charged to a long-term prepaid asset displayed in the company's balance sheet. During 2011, the Michigan Legislature repealed the 2007 Michigan Business Tax (MBT), replacing it with the Michigan Corporate Income Tax (MCT) at a flat 6% tax rate effective January 1, 2012. Under the 2007 MBT, Keweenaw was subject to a two-part taxation including a Gross Receipt Tax and a Business Income Tax. Many businesses in Michigan, including Keweenaw, were hit hard by the tax changes under the MBT, which began in 2007. To help offset this harsh result under the MBT, there was a provision for the establishment of a Michigan Deferred Tax Asset to be written off over ten years beginning in 2014. The consolidated deferred tax asset on January 1, 2007 was valued at \$174,871. Because there were no provisions made by the Michigan Legislature to retain the deferred tax asset under the new MCT after December 31, 2011, the entire asset needed to be removed from the accounting records at the end of 2011. However, a deferred tax liability remains at a 6% rate for the periods ending December 31, 2011 and December 31, 2012.

There are no material uncertain tax positions requiring recognition in the company's consolidated financial statements. Keweenaw Land Association and its subsidiaries are subject to United States Federal Income Tax, Michigan and Wisconsin Corporate Income Tax. The company is no longer subject to examination by taxing authorities for years before 2009.

Note G: Fair Value of Assets and Liabilities

Under FASB Accounting Standards Codification ASC 820, the company has complied with the fair value reporting of non-financial assets and liabilities. Fair value measurements of these assets and liabilities as of December 31, 2012, 2011, and 2010 are as follows:

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

| | 2012 | 2011 | 2010 |
|--|---------------|---------------|---------------|
| Land and Timber | \$140,100,000 | \$129,074,396 | \$129,312,624 |
| Mineral Rights | 9,021,000 | 4,666,000 | 2,075,700 |
| Available for Sale Investment Securities | 3,951,788 | 3,410,912 | 3,142,484 |
| Other Assets and Liabilities – Net | 1,567,951 | 891,645 | 648,485 |
| Long-term Debt | 766,483 | 866,674 | 966,865 |

The following table presents the company's fair value hierarchy for the above assets and liabilities measured at fair value on a recurring basis as of December 31, 2012:

| | Quoted Market Prices in Active Markets (Level I) | Other Observable Inputs (Level II) | Un- Observable Inputs (Level III) |
|--|---|---|--|
| Land and Timber | | \$140,100,000 | |
| Mineral Rights | | | 9,021,000 |
| Available for Sale Investment Securities | 3,951,788 | | |
| Other Assets and Liabilities – Net | | | 1,567,951 |
| Long-term Debt | | 766,483 | |

The following table presents the company's fair value hierarchy for the above assets and liabilities measured at fair value on a recurring basis as of December 31, 2011:

| | Quoted Market Prices in Active Markets (Level I) | Other Observable Inputs (Level II) | Un- Observable Inputs (Level III) |
|--|---|---|--|
| Land and Timber | | \$129,074,396 | |
| Mineral Rights | | | 4,666,000 |
| Available for Sale Investment Securities | 3,410,912 | | |
| Other Assets and Liabilities – Net | | | 891,645 |
| Long-term Debt | | 866,674 | |

The following table presents the company's fair value hierarchy for the above assets and liabilities measured at fair value on a recurring basis as of December 31, 2010:

| | Quoted Market Prices in Active Markets (Level I) | Other Observable Inputs (Level II) | Un- Observable Inputs (Level III) |
|--|---|---|--|
| Land and Timber | | \$129,312,624 | |
| Mineral Rights | | | 2,075,700 |
| Available for Sale Investment Securities | 3,142,484 | | |
| Other Assets and Liabilities – Net | | | 648,485 |
| Long-term Debt | | 966,865 | |

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

The following table presents the company's assets measured at fair value on a reoccurring basis using significant unobservable inputs:

| | Land & Timber (Level II) | Other Assets/Liabilities (Level III) | Minerals (Level III) |
|---------------------------------------|-----------------------------|--|-------------------------|
| December 31, 2011, Balance | \$129,074,396 | \$891,645 | \$4,666,000 |
| Appraisal Valuation | 11,025,604 | | |
| Purchases/Sales – Appraisal Valuation | | | |
| Growth factor, net of harvest | | | |
| Change in discount rate assumptions | | | 4,355,000 |
| Net Change in Cost Basis | | 676,306 | |
| December 31, 2012, Balance | <u>\$140,100,000</u> | <u>\$1,567,951</u> | <u>\$9,021,000</u> |

There are three general valuation techniques that may be used to measure fair value, as described below:

- A) Market approach—Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;
- B) Cost approach—Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and
- C) Income approach—Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate interest rate.

Financial assets and liabilities valued using Level I inputs are based on unadjusted quoted market prices within active markets.

Other non-financial assets and liabilities valued using Level II inputs are based primarily on quoted prices for similar assets or liabilities in active or inactive markets. The Level II land and timber valuation is based on an independent, third-party tri-annual appraisal of all of the land and timber within the company. Considered in the valuation were current timber stumpage values (cost approach), comparable land sale transactions (market approach), and a discounted cash flow model (income approach). The overriding valuation ultimately was derived from a market approach of comparable transactions. For long-term debt, also Level II, the fair value was based on the interest rate being marked to market on a monthly basis, thereby representing present value.

Non-financial assets or liabilities using Level III inputs were primarily valued using management's assumptions that market participants would utilize in pricing the asset or liability. The mineral rights valuation used an income approach comprised of a series of mineral royalty income streams on mineral reserves on which there is current interest for mineral development and those on which there is recent mining history. Discount rates used are composed of a current market interest rate and an appropriate rate for inherent risk and uncertainty, rates ranging from 25% to 75%. Risk factors considered included, but not limited to the following at this time, are: 1) the reliability of historical mineral core drilling samples; 2) the wide fluctuations in refined base metal prices; 3) the uncertainty of production, smelting and refining costs; 4) the lack of regional smelting capability; 5) the untested character of Michigan's non-ferrous mining law; 6)

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

potential for legislative changes; and 7) the potential for environmental risks. Other Level III non-financial assets are valued at their historical costs.

In 2010, management adopted FASB Accounting Standards Codification 820 “Fair Value Measurements and Disclosures” (ASC 820). In January 2010, the FASB’s Accounting Standards Update No. 2010-6 disclosed changes to ASC 820 concerning “Fair Value Measurements and Disclosures”. The impact of that change requires the disclosure of transfers in and out of Level I and Level II fair value measurements. Further, Level III fair value measurements must disclose components of the valuation, not just the net value.

Note H: Retirement Plans

For the three years reported, Keweenaw was the sponsor of a single retirement plan for its employees, a 401(k) deferred compensation plan known as “Keweenaw Land Association, Limited 401(k) Profit Sharing Plan.” The plan funding and benefit arrangements were insurance, and the insurance carrier was the Principal Life Insurance Company. Keweenaw was the fiduciary administrator of the plan. An IRC Form 5500 “Annual Report” and related schedules were filed annually with the Employee Benefits Security Administration as required by law. The company made matching contributions into this plan in the amount of 50% of employee elective deferrals, not to exceed 5% of base salary for the three years reported. In 2012, 2011, and 2010, the company made discretionary contributions to the plan in the amount of 5% of base salaries. Pension expense was:

| | 2012 | 2011 | 2010 |
|-----------------------------|-----------------|-----------------|-----------------|
| 401(k) Profit Sharing Plan | | | |
| Matching Contributions | \$26,777 | \$33,521 | \$35,013 |
| Discretionary Contributions | 35,531 | 41,494 | 44,019 |
| Other Pension Costs | 1,250 | 1,250 | 1,250 |
| Total Pension Expense | <u>\$63,558</u> | <u>\$76,265</u> | <u>\$80,282</u> |

Note I: Short and Long Term Bank Credit Facilities

Keweenaw Land Association, Limited maintains its banking relationships with Wells Fargo Bank, N.A. Wells Fargo Bank extended the following credit facilities to the company in 2012:

1. An unsecured line of credit in the amount of \$2,500,000 to be used as an operating line of credit at a variable interest rate equal to the Wells Fargo Bank prime rate with a minimum of 4.75% for a two-year commitment and interest to be paid monthly. No fees were charged in 2012.
2. An unsecured line of credit of \$900,000 for the purpose of standby letter of credit availability, at a variable interest rate equal to the Wells Fargo Bank prime rate with a minimum of 5%, if used, for a term of one year. No fees were charged in 2012.
3. A six-year fixed-rate loan, principal balance of \$1,001,913, dated September 8, 2010, was utilized by Keweenaw in 2012. Beginning in October 2010, 71 principal payments of \$8,349 each plus interest is due, and one final principal and interest payment of \$400,611 is due in September 2016. In October 2012, the interest rate on the loan was renegotiated from 5.50% to 4.50% and is computed on the 365/360 basis.

Affirmative covenants of all credit facilities required the following of the company:

1. To maintain its accounting records and to submit to the bank Keweenaw’s annual financial statements audited in accordance with Generally Accepted Accounting Principles;
2. To submit to the bank Keweenaw’s quarterly internal financial statements;
3. To maintain a ratio of total liabilities to tangible net worth of less than .50 to 1.00; and
4. To maintain a debt service ratio of 1.25 to 1.00:

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

There were no violations to these covenants in 2012. Promissory notes were duly executed on all the previously mentioned credit facilities. Terms of the notes require repayment in full on the maturity dates. The bank is under no obligation to refinance the loans on those dates.

Keweenaw utilized the \$2,500,000 operating line of credit, a \$900,000 standby letter of credit line, and a six-year fixed-rate term loan in 2012. During the year, the operating line of credit was not used and the ending balance at the end of 2012 was \$0. Keweenaw continued to make principal and interest payments in 2012 on a six-year, fixed-rate loan dated September 2010, refinanced in October 2012 dropping the interest rate from 5.50% to 4.50%. The loan's initial balance of \$1,001,913 had been reduced to \$766,483 as of December 31, 2012. Terms of the loan are 71 principal payments of \$8,349 each, and one final principal and interest payment of \$400,611 is due in September 2016. In 2012, a total of \$100,191 in principal payments were made on the fixed-term loan. No new letters of credit were issued on the \$900,000 standby letter of credit line in 2012. On December 31, 2012, four standby letters of credit were outstanding totaling \$561,000. Three of the standby letters of credit amounting to \$61,000 were for the purpose of backing performance bonds required by the USDA Forest Service in connection with on-going timber stumpage and road use contracts with the company. The fourth standby letter in the amount of \$500,000 was intended as a payment bond to the Forest Service. No balance was owed on the \$900,000 line of credit as of December 31, 2012.

When use of the operating line of credit becomes necessary, Wells Fargo provides a four-way automatic balance transfer service for the company's primary checking account, its investment account, and its \$2,500,000 operating line of credit. This service enables the company to reduce its net interest expense by being able to reduce the outstanding line of credit balance by the amount of Keweenaw checks in transit.

The following table summarizes the long-term debt of the company on a six-year fixed-rate term loan:

| | 2012 | 2011 | 2010 |
|--------------------------------|------------------|------------------|------------------|
| Long-term Debt | \$766,483 | \$866,674 | \$966,865 |
| Less: Current Portion | 100,191 | 100,191 | 100,191 |
| Total - Net of Current Portion | <u>\$666,292</u> | <u>\$766,483</u> | <u>\$866,674</u> |

The maturities on the six-year fixed-rate term dated September 28, 2010, are as follows:

| Year | 2013 | 2014 | 2015 | 2016 |
|--------|-----------|-----------|-----------|-----------|
| Amount | \$100,191 | \$100,191 | \$100,191 | \$465,910 |

Total interest paid on all lines of credit in 2012, 2011, and 2010 was \$43,784, \$67,782, and \$57,449, respectively. Balances on the operating line of credit at the end of 2012, 2011, and 2010 were \$0, \$0, and \$233,340 respectively. The December 31, 2012, balance on the six-year fixed-rate term loan was \$766,483. The current interest rate on that date was 4.50%.

Note J: Concentrations of Credit Risk

Keweenaw is located in Ironwood, Michigan. The company grants credit without collateral to its approved customers, most of whom are located in Wisconsin and Upper Michigan. The company has not experienced any significant losses from un-collectible customer accounts.

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

The locations and percent of sales dollars of major customers are shown by product line below:

| Location | Regional Distribution of Sales Dollars by Product Category | | | |
|-----------------------------------|--|--------|---------|----------|
| | Veneer | Sawlog | Sawbolt | Pulpwood |
| Upper Michigan | 50% | 23% | 82% | 68% |
| Lower Michigan | 10% | 0% | 0% | 0% |
| Northern Wisconsin | 34% | 77% | 18% | 9% |
| Central Wisconsin | 5% | 0% | 0% | 11% |
| Minnesota | 0% | 0% | 0% | 12% |
| Export | 0% | 0% | 0% | 0% |
| Other | 1% | 0% | 0% | 0% |
| Total | 100% | 100% | 100% | 100% |
| Number of Customers by Product | 14 | 7 | 11 | 10 |
| Percent of Gross Sales by Product | 10% | 18% | 10% | 62% |
| Percent of Volume by Product | 2% | 12% | 9% | 77% |

Note K: KLA Capital Accounts and Treasury Stock

In 2006, the company changed its method of recognizing treasury stock in its financial records to more closely conform to the State of Michigan's Business Corporation Act. By resolution of the Keweenaw Board of Directors, all Keweenaw common shares previously purchased by the company are now considered authorized but un-issued shares. Accordingly, the balance sheet capital accounts were restated back to the date of incorporation, July 16, 1999. The revised cost basis for KLA's common shares was then determined as follows:

| As Reported 7/31/1999 | |
|----------------------------------|--------------|
| Common Stock | \$40,000.00 |
| Capital Surplus | 64,627.10 |
| Subtotal | \$104,627.10 |
| Shares Issued | 800,000 |
| Restated Cost Per Common Share | \$0.130784 |
| Restated for 2/15/11 Stock Split | |
| Common Stock | \$40,000.00 |
| Capital Surplus | 64,627.10 |
| Subtotal | \$104,627.10 |
| Shares Issued | 1,600,000 |
| Restated Cost Per Common Share | \$0.065392 |

Common stock issued and outstanding (restated for the 2/15/11 two-for-one forward stock split) on December 31 of 2012, 2011, and 2010, respectively, are presented in the following table:

| | 2012 | 2011 | 2010 |
|--------------------------------|------------|------------|------------|
| Shares Outstanding | 1,292,858 | 1,291,865 | 1,290,890 |
| Restated Cost Per Common Share | \$0.065392 | \$0.065392 | \$0.065392 |
| Recorded Common Stock | \$84,543 | \$84,478 | \$84,414 |

Note L: Road Building

The company has an accounting policy to identify, classify, and depreciate, or capitalize road-building costs consistent with Generally Accepted Accounting Principles and Internal Revenue Service guidelines. The construction of logging roads under the policy is classified as either

Notes to the Consolidated Financial Statements – December 31, 2012 (continued)

primary or secondary logging roads. Primary logging roads are those roads, culverts, bridges, and other improvements constructed to provide regional access to a series of timber stands and/or secondary logging roads, and which are continuously maintained for an indefinite period. Secondary logging roads are those roads, culverts, bridges, and other improvements constructed for the sole purpose to provide access to particular, identifiable stands of timber for the purpose of harvest and transport of logs from those specific stands. The accounting treatment adopted is that costs expended on primary roads will be capitalized. Roadbed costs are treated as permanent costs of the land. Costs of road surfacing, culverts, bridges, and other improvements on primary roads will be capitalized and depreciated over 15 years. All expenditures for secondary roads will be charged to prepaid expenses and written off over the period of the scheduled, related timber stand harvest. The following is a reconciliation of road building expenditures capitalized, deferred, or reflected in expense:

| | <u>Capitalized</u> | <u>Prepaid Expense</u> | <u>Expense in Cost of Sales</u> | <u>Expense in Admin. Costs</u> |
|----------------------------------|--------------------|----------------------------|-------------------------------------|------------------------------------|
| 12/31/09 Balance | \$388,143 | \$212,401 | | |
| 2010 Expenditures: | | | | |
| On Primary Roads | 30,995 | | | |
| On Secondary Roads | | | 454,175 | |
| Secondary Road Expenditures | | | | |
| Deferred to 2011 | | 130,781 | (130,781) | |
| Prior Year Deferrals Written Off | | | | |
| Primary Road Costs Retired | | (160,529) | 160,529 | |
| Depreciation | (28,658) | | 27,475 | 1,183 |
| 12/31/10 Balance | <u>\$390,480</u> | <u>\$182,653</u> | <u>\$511,398</u> | <u>\$1,183</u> |
| 2011 Expenditures: | | | | |
| On Primary Roads | 48,495 | | | |
| On Secondary Roads | | | 361,732 | |
| Secondary Road Expenditures | | | | |
| Deferred to 2012 | | 80,581 | (80,581) | |
| Prior Year Deferrals Written Off | | | | |
| Primary Road Costs Retired | | (152,728) | 152,728 | |
| Depreciation | (27,152) | | 25,969 | 1,183 |
| 12/31/11 Balance | <u>\$411,823</u> | <u>\$110,506</u> | <u>\$459,848</u> | <u>\$1,183</u> |
| 2012 Expenditures: | | | | |
| On Primary Roads | 39,141 | | | |
| On Secondary Roads | | | 369,073 | |
| Secondary Road Expenditures | | | | |
| Deferred to 2013 | | 74,417 | (74,417) | |
| Prior Year Deferrals Written Off | | | | |
| Primary Road Costs Retired | | (79,187) | 79,187 | |
| Depreciation | (26,799) | | 25,616 | 1,183 |
| 12/31/12 Balance | <u>\$424,165</u> | <u>\$105,736</u> | <u>\$399,459</u> | <u>\$1,183</u> |

Note M: Timber Investment Fund

Since August 2010, a total of \$287,226 in deferred expenditures, classified as a non-current asset, have accumulated as part of Keweenaw's development of a timber investment fund in the Lake States. Spending by year include \$117,462 in 2012, and \$131,239 and \$38,525 in 2011 and 2010 respectively. As the project continues to move forward, more pre-development costs are expected to be incurred.

Investor Information

Corporate Offices

1801 East Cloverland Dr, PO Box 188
Ironwood MI 49938
906- 932-3410 or Toll free 877-539-3362
Email: investors@keweenaw.com

KLA on the Internet

Interested parties with access to the Internet may obtain the company's corporate information at <http://www.keweenaw.com>.

Stock Transfer Agent & Registrar

Wells Fargo Shareowner Services
PO Box 64854
St. Paul MN 55164-0854
800-698-8788

Legal Counsel

Kendricks, Bordeau, Adamini, Chilman & Greenlee, PC
128 West Spring St
Marquette MI 49855
906-226-2543

Independent Certified Public

Accountants

Anderson, Tackman & Company
102 West Washington St, Ste 109
Marquette MI 49855
906-225-1166

Investment Counsel

Everett Harris & Co
888 West Sixth St, 10th Fl
Los Angeles CA 90017
213-625-2677

Annual Meeting

The next annual shareholders' meeting will be held at 9:00 a.m. CDT Monday, May 20, 2013. A formal notice will be mailed on or about March 23, 2013, to shareholders of record at the close of business on March 22, 2013.

Market Makers

The following firms were market makers for Keweenaw Land Association, Limited stock in 2012:

- Access Securities Inc, Stamford CT
- Archipelago Trading Services Inc, Chicago IL
- Automated Trading Desk Financial Services, Mt Pleasant SC
- Cantor Fitzgerald & Co., New York NY

- Carr Securities Corp, Port Washington NY
- Citadel Securities, Chicago IL
- Collins Stewart, Inc., New York NY
- G 1 Execution Services, LLC, Chicago IL
- Knight Equity Market LP, Jersey City NJ
- McAdams Wright Ragen, Portland OR
- Monroe Securities Inc, Chicago IL
- Rafferty Capital Markets, LLC, New York NY
- StockCross Financial Services, Lake Mary FL
- UBSS Securities, LLC, Stamford CT
- Vandham Securities Corp., Woodcliff Lake NJ

Reports and Publications

Quarterly reports are mailed to shareholders in April, July, October, and January for the prior quarter ended. Annual reports are available after mid-April of each year and are sent to shareholders of record at that time. Reports may be viewed on Keweenaw's web site, or copies may be obtained free of charge upon request.

Market Price

| | High | Low | Close |
|-------------------------|--------|-------|-------|
| 2010 * | \$ | \$ | \$ |
| 1 st Quarter | 98.00 | 82.50 | 95.00 |
| 2 nd Quarter | 98.00 | 84.00 | 89.50 |
| 3 rd Quarter | 93.50 | 84.00 | 90.00 |
| 4 th Quarter | 99.50 | 87.00 | 92.75 |
| 2011 | | | |
| 1 st Quarter | 101.00 | 88.00 | 93.75 |
| 2 nd Quarter | 93.50 | 87.50 | 92.00 |
| 3 rd Quarter | 93.74 | 82.25 | 89.99 |
| 4 th Quarter | 87.00 | 70.50 | 76.50 |
| 2012 | | | |
| 1 st Quarter | 82.99 | 71.75 | 74.99 |
| 2 nd Quarter | 78.95 | 73.50 | 75.00 |
| 3 rd Quarter | 88.75 | 72.50 | 79.90 |
| 4 th Quarter | 85.00 | 72.50 | 75.07 |

* 2010 restated for the 2/15/11 stock split

Keweenaw Land Association, Limited stock is traded in the pink sheets under the symbol "KEWL".

Mailing List

Keweenaw maintains a direct mailing list for timely receipt of information by shareholders whose units are held in brokerage accounts. To be included, contact Keweenaw corporate headquarters.

Investor Information

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