Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RTG FURNITURE CORPORATION & AFFILIATES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1991

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

RTG FURNITURE CORPORATION & AFFILIATES

11540 HIGHWAY 92 EAST
SEFFNER, FL 33584

2b Employer Identification Number (EIN)
59-3029388

2c Sponsor's telephone number
813-623-5400

2d Business code (see instructions)
442110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/05/2013	LINDA GARCIA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/05/2013	LINDA GARCIA
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	5269
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	5357
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	189
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	5546
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	5548
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2899
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	148
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
RTG FURNITURE CORPORATION & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RTG FURNITURE CORPORATION & AFFILIATES

D Employer Identification Number (EIN)
59-3029388

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

BANK OF AMERICA

94-1687665

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 71 72	RECORDKEEPER	73346	Yes [X] No [ ]	Yes [X] No [ ]	170823	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
RTG FURNITURE CORPORATION & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RTG FURNITURE CORPORATION & AFFILIATES

D Employer Identification Number (EIN)
59-3029388

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6575237-014	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA US BOND INDEX FUND CL D

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-179	C	1675747

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE RETURN CL 3

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-3868124-001	C	15505245

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND ENHANCED INDEX TRUST

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6727801-003	C	0

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

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-276	C	6835024

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
RTG FURNITURE CORPORATION & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RTG FURNITURE CORPORATION & AFFILIATES

D Employer Identification Number (EIN)
59-3029388

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1315519	1520196
(2) Participant contributions	1b(2)	156832	165415
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1661	11732
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	5602166	5736540
(9) Value of interest in common/collective trusts	1c(9)	21449051	24016016
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	52063330	61072673
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3154258	3394720

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	83742817	95917292
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	185910	211333
k Total liabilities (add all amounts in lines 1g through1j)	1k	185910	211333
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	83556907	95705959

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1520378	
(B) Participants	2a(1)(B)	7607075	
(C) Others (including rollovers)	2a(1)(C)	136380	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		9263833
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	242667	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		242667
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1936793	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1936793
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		713307
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		258180
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5803120
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		18217900
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7063508	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		7063508
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	26885	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		26885
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7090393
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		11127507
l Transfers of assets:			
(1) To this plan	2l(1)		1048267
(2) From this plan	2l(2)		26722

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ACCELL AUDIT AND COMPLIANCE, PA **(2)** EIN: 27-0563459

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
NORCOM REALTY & AFFILIATES 401(K) PLAN	11-3318787	001

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
RTG FURNITURE CORPORATION & AFFILIATES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RTG FURNITURE CORPORATION & AFFILIATES

D Employer Identification Number (EIN)
59-3029388

Part I Distributions

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

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

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

EIN(s): 94-1687665

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

RTG FURNITURE CORP. AND AFFILIATES 401(K) PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2012



INDEPENDENT AUDITORS' REPORT

To the Trustee Committee of the
RTG Furniture Corp. and Affiliates 401(k) Plan

Report on Financial Statements

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

Management's Responsibility for the Financial Statement

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Accell Audit & Compliance, PA

Tampa, Florida
August 16, 2013

RTG FURNITURE CORP. AND AFFILIATES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
Assets:		
Investments, at fair value	$ 88,483,409	$ 76,666,639
Receivables:		
Participant contributions	165,415	156,832
Employer contribution	1,520,196	1,315,519
Notes receivable from participants	5,736,540	5,602,166
Due from broker	11,732	1,661
Total receivables	7,433,883	7,076,178
Total assets	95,917,292	83,742,817
Liabilities:		
Excess contribution refundable	211,333	185,910
Net assets available for benefits, at fair value	95,705,959	83,556,907
Adjustment from fair value to contract value for fully benefit-responsive contracts held in collective trust	(127,634)	(370,213)
Net assets available for benefits	$ 95,578,325	$ 83,186,694

See accompanying notes to the financial statements.

RTG FURNITURE CORP. AND AFFILIATES 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to net assets available for benefits attributed to:		
Investment income:		
Net appreciation in the fair value of investments	$	7,017,186
Dividends		1,936,793
Total investment income		8,953,979
Contributions:		
Participant		7,607,075
Employer		1,520,378
Participant rollover		136,380
Total contributions		9,263,833
Transfers from related plans		1,048,267
Interest income on notes receivable from participants		242,667
Total additions		19,508,746
Deductions from net assets available for benefits attributed to:		
Benefit payments and withdrawals		7,063,508
Administrative expenses		26,885
Transfers to related plans		26,722
Total deductions		7,117,115
Net increase in net assets available for benefits		12,391,631
Net assets available for benefits - beginning of year		83,186,694
Net assets available for benefits - end of year	$	95,578,325

See accompanying notes to the financial statements.

NOTE 1 DESCRIPTION OF THE PLAN

Organization

The RTG Furniture Corp. and Affiliates 401(k) Plan (the "Plan") is a defined contribution plan covering all eligible employees of RTG Furniture Corp., Rooms To Go Alabama Corp., Rooms to Go Mississippi Corp., Rooms to Go Louisiana Corp., Rooms To Go Tennessee Corp., RTG Furniture Corp. of Georgia, Rooms To Go North Carolina Corp., Retail Management Services Corp., RTG Furniture of Texas, L.P., Roomstogo.com, Inc., H.M. Richards, Inc., Key West Lamp Company, Inc., Canyon Furniture Company, and Ormond Atlantic Corp. (collectively referred to as the "Company" or the "Employer"). The Plan was established on January 1, 1991, and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was last amended on March 15, 2011 to allow distributions to employees from an Individual Retirement Account or Individual Retirement Annuity received by the employee not earlier than sixty (60) days prior to the date the rollover contribution is credited to the trust.

The following brief description of the Plan provides only general information. Participants should refer to the Summary Plan Description or Plan Document for a more complete description of the Plan's provisions.

General

The Plan covers all eligible employees, as defined by the Plan Document. To participate in the Plan, employees must complete one half year of credited service, as defined in the Plan Document, and attain the age of 21.

During the year ended December 31, 2012, approximately $26,700 of assets were transferred out of the Plan and approximately $1,048,300 of assets were transferred into the Plan. The transfers into the Plan were from affiliated plans merging into the Plan. The transfers out of the Plan were for employees from affiliated plans. See Plan merger and transfer in footnote at Note 6.

Contributions

Participants in the Plan may contribute up to 50% of their annual pretax compensation, not to exceed $17,000, the maximum allowed by the Internal Revenue Code (the "Code") for 2012. The Plan also allows for post-tax contributions to a Roth 401(k). In addition, the Plan permits participants age 50 or over during the Plan year to make additional "catch-up contributions" to the Plan of up to $5,500 for 2012. Participants may also contribute amounts representing distributions from other qualified retirement plans.

The Company may make a discretionary profit sharing contribution, which may vary from year to year. The Company's Board of Directors determines the Company's matching contributions to the Plan, which shall not be in excess of 8% of each eligible participant's compensation in any Plan year. As of the last day of each Plan year, the total Company matching contribution and profit sharing contribution to the Plan for that year will be allocated to the account of each eligible participant who is still employed on the last day of the year or who terminated employment due to death, disability, or

retirement during the Plan year. For the year ended December 31, 2012, the Employer matching contribution was approximately $1,520,000.

Investment Options

Upon enrollment, a participant may direct participant and Employer contributions to any of the Plan's fund options. Participants have a choice of 15 investment options as of December 31, 2012. Participants may also redirect their contributions or exchange their existing fund account balances on any business day.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of Employer contributions and Plan investment results. Allocations are based on compensation or a ratio of the participant's specific account balance to the total of all participants' account balances, as specified in the Plan Document. The benefit to which a participant is entitled is the benefit that can be provided by the participant's account.

Notes Receivable from Participants

Participants may borrow from their account balances a minimum of $1,000 to a maximum of the lesser of one half of the vested account value or $50,000. The loan must be repaid in at least quarterly installments, amortized over a term of no more than four years, unless the loan is for the purchase of a primary residence, in which case a reasonable repayment period is determined at the time of the loan. A participant may not have more than one loan outstanding at any point in time. The loans are secured by the balance in the participant's account and bear interest at 4.25% - 10.5%, which is commensurate with bank interest rates at the inception of the loans, as required by the Plan Document. Principal and interest are paid ratably through payroll deductions. The Plan provides for a single, lump-sum repayment at any time.

Vesting

Participant's contributions, including rollover contributions, and actual earnings thereon, are 100% vested. Employer contributions and actual earnings thereon are incrementally vested over six years of credited service.

Payment of Benefits

Upon death, disability, retirement, or termination of service, participants or their designated beneficiaries may receive a lump-sum payment amount equal to the vested amount of their account.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right to amend or discontinue the Plan at any time subject to the provisions of ERISA. Upon termination of the Plan, the account of each participant will be 100% vested.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Valuation of Investments

The Plan's investments, comprised of mutual funds, common/collective trust funds, common stocks, and cash and equivalents are stated at fair value as reported by Bank of America, N.A. (the "Trustee"), on the last business day of the Plan year. Investments in mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end.

The common/collective trust funds are valued at the Net Asset Value (the "NAV") of units managed by State Street Global Advisors, the investment management division of State Street Bank and Trust Company. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. See fair value measurements footnote at Note 4.

The fully benefit-responsive investment contract is stated at fair value and then adjusted to contract value in the statements of net assets available for benefits. The contract is presented on a contract value basis in the statement of changes in net assets available for benefits. See investment contract footnote at Note 5.

Purchases and sales of securities are recorded on a trade-date basis. Gain or loss on sales of securities is based on average cost. Dividend income is recorded on the ex-dividend date. Interest income is recognized as earned on the accrual basis.

In the statement of changes in net assets available for benefits, the Plan presents the net appreciation in the fair value of its investments. This consists of the realized gains or losses and the unrealized appreciation / (depreciation) on those investments.

Benefit Payments

Benefits are recorded when paid.

Forfeitures

Forfeitures of terminated non-vested accounts are used to reduce Employer contributions.

There were forfeitures of approximately $47,000 and $88,000 at December 31, 2012 and 2011, respectively.

During 2012, the actual cash contributed by the Employer was reduced by approximately $88,000 for forfeited nonvested accounts.

Plan Expenses

Record-keeping fees and audit fees are paid directly by the Plan Sponsor and are excluded from these financial statements. Fees related to the administration of notes

receivable from participants and benefit payments to participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Excess Contributions

The statements of net assets available for benefits include a liability for contributions of certain participants in excess of amounts allowed under Sections 401(k) and 401(m) of the Code that will be refunded to the participants.

Notes Receivable from Participants

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect the amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent Events

In accordance with Financial Accounting Standards Board Accountancy Standards Codification "FASB ASC" Topic 855, *Subsequent Events,* the Plan evaluated subsequent events through August 16, 2013; the date the financial statements were available for issue.

NOTE 3 INVESTMENTS

During 2012, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	2012 Net Realized and Unrealized Appreciation in Fair Value of Investments
Quoted market prices:	
Mutual funds	$ 5,803,120
Common stocks	258,180
Quoted redemption value:	
Collective trusts	955,886
Total net appreciation	$ 7,017,186

Investments that represent 5% or more of the fair value of the Plan's net assets consisted of the following at December 31:

	2012	2011
Merrill Lynch Trust Company, FSB		
Invesco Stable Fund Ret CL 3	$ 15,505,245	$ 14,554,616
Dodge and Cox Income	13,419,694	11,642,710
Blackrock Cap Appr Instl	10,089,366	10,023,444
Wells Fargo Small Cap Value	9,047,500	6,971,340
Dodge and Cox Stock Fund	8,540,816	7,382,737
Merrill Lynch Equity Index Trust	*	5,109,006
State Street Global Advisors		
SSgA S&P 500 Index Fund	6,835,024	*

* Investment did not represent 5% or more of the fair value of the Plan's net assets.

NOTE 4 FAIR VALUE MEASUREMENTS

In accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*, the Plan assessed the guidelines for measuring fair value. These guidelines provide a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. FASB ASC 820 establishes three levels of fair value hierarchy that are described as follows:

Level 1 — Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 — Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in inactive markets. Inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data are also included. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following methods and assumptions were used to estimate fair value of each class of assets that are recognized at fair value.

Mutual funds and common stocks
The investments are public investment vehicles valued using the NAV provided by the administrator of the Fund. The NAV is based on the value of the underlying assets owned by the Fund, minus the liabilities, and then divided by the number of shares

outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

Common/collective trust funds

These investments are public investment vehicles valued using the NAV provided by the administrator of the Fund. The NAV is based on the value of the underlying assets owned by the Fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within the Level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Cash and equivalents

The cash and equivalents balance is carried at cost which approximates fair value due to the short term nature. As such, this balance is classified within Level 1 of the valuation hierarchy.

As of December 31, 2012 and 2011, the Plan's participant-directed investments measured at fair value on a recurring basis by the fair value hierarchy levels described above are as follows:

	December 31, 2012			
	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 61,072,673	$ -	$ -	$ 61,072,673
Common/collective trusts	-	24,016,016	-	24,016,016
Self directed:				
Common stock	2,496,235	-	-	2,496,235
Cash and equivalents	854,049	-	-	854,049
Mutual funds	41,889	-	-	41,889
Corporate bonds	2,547	-	-	2,547
	$ 64,467,393	$ 24,016,016	$ -	$ 88,483,409

	December 31, 2011			
	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 52,063,330	$ -	$ -	$ 52,063,330
Common/collective trusts	-	21,449,051	-	21,449,051
Self directed:				
Common stock	2,309,554	-	-	2,309,554
Cash and equivalents	822,429	-	-	822,429
Mutual funds	19,720	-	-	19,720
Corporate bonds	2,555	-	-	2,555
	$ 55,217,588	$ 21,449,051	$ -	$ 76,666,639

There were no significant transfers between levels for December 31, 2012 or 2011.

NOTE 5 INVESTMENT CONTRACT

The Invesco Stable Value Retirement Trust Fund (the "Fund") is a collective trust fund which invests in a diversified portfolio of stable assets which include, but are not limited to, units of collective trust funds consistent with the Fund's objective of stable value, bonds, notes, and alternative, synthetic and separate account guaranteed investment contracts (GIC's). In determining fair value, the trustee considers such factors as the benefit-responsiveness of the investment contracts, the ability of the parties to the investment contracts to perform in accordance with the terms of the contract and, the likelihood of default by the issuer of an investment security.

In a traditional GIC, the issuer takes a deposit from the Fund and purchases investments that are held in the issuer's general account. The issuer is contractually obligated to repay the principal and a specified rate of interest guaranteed to the Fund.

In a wrap contract, the underlying investments are owned by the Fund and held in trust for Plan participants. The fund purchases a wrap contract from a high quality insurance company or bank. The wrap contract amortizes the realized and unrealized gains and losses on the underlying bonds, typically over the duration of the bonds, through adjustments to the future interest crediting rate. All wrap contracts provide for a minimum interest crediting rate of zero percent.

Wrap contracts' interest rates typically reset on a monthly or quarterly basis. Most wrap contracts use a formula that is based on the characteristics of the underlying bond portfolio. Over time, the interest rate formula amortizes the Fund's realized and unrealized market value gains and losses over the duration of the underlying bonds. Changes in market interest rates affect the yield to maturity and the market value of the underlying bonds. As a result, these changes can have a material impact on the contract's interest crediting rate. In addition, participant withdrawals and transfers from the Fund are paid at contract value but funded through the market value liquidation of the underlying bonds, which also impacts the interest crediting rate. The resulting gains and losses in the market value of the underlying investments relative to the contract value are represented on the Statements of Net Assets Available for Benefits as the "Adjustment from fair value to contract value for fully benefit-responsive investment contracts", which was approximately $128,000 and $370,000 as of December 31, 2012 and 2011, respectively.

The average yield earned by the entire Fund, which is calculated by dividing the annualized earnings of all investments in the Fund by the fair value of all investments in the Fund, was 1.51% for the year ended December 31, 2012. The average yield earned by the entire Fund, with an adjustment to reflect the actual interest rate credited to participants, was 1.70% for the year ended December 31, 2012.

In the event that the Plan is terminated, there is a material adverse change to the provisions of the Plan, or the Company elects to withdraw from the fund in order to switch to a different investment provider, the amount withdrawn from the fund would be payable at fair value rather than at contract value. The Plan administrator, however, believes that the occurrence of such event is not probable.

The issuer may terminate the contract upon receiving short notice of the Plan's loss of its qualified status, incurable material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events was to occur, the issuer could terminate the GICs at the hypothetical market value based upon a contractual formula while it could terminate the wrap contract at the market value of the underlying bonds.

NOTE 6 PLAN MERGER AND TRANSFER IN

On December 31, 2012, an affiliated plan, Canyon Furniture 401(k) Plan, was merged into the Plan. The value of the participant account balances, including notes receivable from participants, in the amount of approximately $582,300 was transferred into the Plan.

In addition, on December 31, 2012, an affiliated plan, Ormond Atlantic 401(k) Plan, transferred all of its assets into the Plan. The value of the participant account balances, including notes receivable from participants, on the transfer date was approximately $460,200.

The remaining transfers in during the year ended December 31, 2012 were from an affiliated plan, Norcom Realty and Affiliates 401(k) Plan, and were approximately $5,700.

NOTE 7 INCOME TAX STATUS

The Plan received a determination letter from the Internal Revenue Service ("IRS") dated March 9, 2011, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions. The IRS recently completed an examination of the Form 5500 tax return for the December 31, 2009 Plan year and concluded that the return would be accepted as filed. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 8 RISKS AND UNCERTAINTIES

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

NOTE 9 INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan administrator has elected the method of compliance as permitted by Section 29 CFR 2520.109(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Bank of America, N.A., the Trustee of certain Plan assets, have certified to the completeness and accuracy of the funds held by them in the reflected statement of changes in assets available for benefits for the year ended December 31, 2012 and 2011 and the schedule of assets held for investment purposes as of December 31, 2012.

NOTE 10 PARTIES IN INTEREST

Certain Plan investments are funds managed by the Trustee. Transactions involving these investments are considered to be party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made a direct payment to the third party administrator of approximately $26,900 which was not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

NOTE 11 RECONCILIATION OF FINANCIAL STATEMENT TO FORM 5500

Fully benefit-responsive investment contracts are recorded on the Form 5500 at fair value but are adjusted to contract value for financial statement presentation. The following is a reconciliation of the net assets available for benefits per the financial statement to the form 5500 as of December 31, 2012:

Net assets available for benefits per the financial statements	$ 95,578,325
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	127,634
Net assets available for benefits per Form 5500	$ 95,705,959

The following is a reconciliation of net appreciation in the fair value of investments per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net appreciation in the fair value of investments per the financial statements	$ 7,017,186
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(242,579)
Net appreciation in the fair value of investments per the Form 5500	$ 6,774,607

SUPPLEMENTAL SCHEDULE

RTG FURNITURE CORP. AND AFFILIATES 401(k) PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
E.I.N.: 59-3029388 Plan No.: 001

DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current Value**
*	Merrill Lynch Bank & Trust Company, FSB	Invesco Stable Fund Ret CL 3		$ 15,505,245
*	Merrill Lynch Bank & Trust Company, FSB	Dodge and Cox Income		13,419,694
*	Merrill Lynch Bank & Trust Company, FSB	Blackrock Cap Appr Instl		10,089,366
*	Merrill Lynch Bank & Trust Company, FSB	Wells Fargo Small Cap Value		9,047,500
*	Merrill Lynch Bank & Trust Company, FSB	Dodge and Cox Stock Fund		8,540,816
	State Street Global Advisors	SSgA S&P 500 Index Fund		6,835,024
*	Merrill Lynch Bank & Trust Company, FSB	Invesco International Growth Fund		4,084,294
*	Merrill Lynch Bank & Trust Company, FSB	MFS International New Discovery FD CL		3,970,839
*	Merrill Lynch Bank & Trust Company, FSB	Self-Direct RCMA Fund		3,394,720
*	Merrill Lynch Bank & Trust Company, FSB	Columbia International Value		2,868,299
*	Merrill Lynch Bank & Trust Company, FSB	Wells Fargo Advantage		2,810,911
*	Merrill Lynch Bank & Trust Company, FSB	Invesco Mid Cap Core Equity		2,766,586
*	Merrill Lynch Bank & Trust Company, FSB	Oppenheimer Developing Markets		2,248,622
	State Street Global Advisors	SSgA US Bond Index Fund		1,675,747
*	Merrill Lynch Bank & Trust Company, FSB	Loomis Sayles Strategic Income		1,225,111
*	Merrill Lynch Bank & Trust Company, FSB	Pending Settlement Fund		635
*	Participant Loans	Range of Interest Rates Range from 4.25% to 10.5%	-0-	5,736,540
				$ 94,219,949

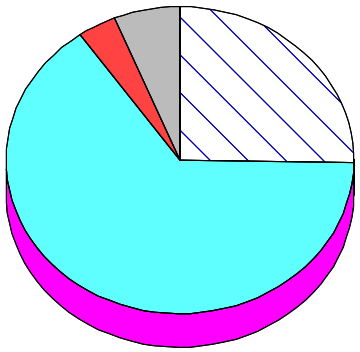
* Indicates party-in-interest

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

R.T.G. FURNITURE CORP.
& AFFILIATES 401(K) PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 25.26% COMMON / COLLECTIVE TRUSTS
- 3.56% OTHER ASSETS
- 0.00% PENDING SETTLEMENT FUNDS
- 0.00% ACCRUED INCOME
- 65.01% MUTUAL FUNDS
- 6.16% LOANS
- 0.00% UNINVESTED CASH
- 0.01% CASH

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
COMMON / COLLECTIVE TRUSTS					
INVESCO STABLE VALUE RET CL 3	15,892,422.1100	1.000	15,892,422.20	15,892,422.11	16.32%
SSGA US BOND INDEX FUND CL D	138,189.7937	12.413	1,679,870.46	1,715,349.91	1.76%
SSGA S&P 500 INDEX FUND CL E	584,190.7128	11.979	6,765,509.71	6,998,020.55	7.18%
TOTAL COMMON / COLLECTIVE TRUSTS			24,337,802.37	24,605,792.57	25.26%
MUTUAL FUNDS					
DODGE & COX INCOME	1,010,824.5768	13.860	13,107,383.46	14,010,028.63	14.38%
COLUMBIA INTERN VALUE CL Z	232,924.0574	12.810	3,366,213.86	2,983,757.18	3.06%
INVESCO INTERNATIONAL GRTH R5	145,455.6673	29.220	4,003,829.89	4,250,214.60	4.36%
INVESCO MID CAPCORE EQTY CL R5	128,436.3181	22.470	2,965,864.55	2,885,964.07	2.96%
MFS INTERNATIONAL NEW DISC R4	171,025.7358	23.960	3,658,573.72	4,097,776.63	4.21%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

R.T.G. FURNITURE CORP.
& AFFILIATES 401(K) PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
OPPENHEIMER DEVELOPING MARKETS	65,954.6169	34.880	2,038,966.39	2,300,497.04	2.36%
WELLS FARGO SMALL CAP	289,227.2913	32.300	7,357,341.65	9,342,041.51	9.59%
WELLS FARGO ADV EMERGING	234,927.4522	12.450	3,018,675.39	2,924,846.78	3.00%
BLACKROCK CAPITAL APPR INSTL	424,273.8797	24.600	10,265,499.91	10,437,137.44	10.71%
LOOMIS SAYLES STRATEGIC INCM A	79,917.6236	15.470	1,167,540.96	1,236,325.64	1.27%
DODGE & COX STOCK FUND	72,636.7266	121.900	7,057,286.68	8,854,416.97	9.09%
TOTAL MUTUAL FUNDS			58,007,176.46	63,323,006.49	65.01%
OTHER ASSETS					
SELF-DIRECT ACCT	3,412,232.4407	1.000	3,412,232.44	3,412,232.44	3.50%
SELF-DIRECT ACCT	52,160.4100	1.000	52,160.41	52,160.41	0.05%
SELF-DIRECT ACCT	1,928.8700	1.000	1,928.87	1,928.87	0.00%
TOTAL OTHER ASSETS			3,466,321.72	3,466,321.72	3.56%
LOANS					
LOAN FUND	5,998,625.1900	1.000	5,998,625.19	5,998,625.19	6.16%
PENDING SETTLEMENT FUNDS					
PENDING SETTLEMENT FUND	635.0000	1.000	635.00	635.00	0.00%
INVESTMENT TOTAL			91,810,560.74	97,394,380.97	99.99%
UNINVESTED CASH			0.01	0.01	0.00%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

R.T.G. FURNITURE CORP.
& AFFILIATES 401(K) PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
ACCRUED INCOME			2,209.29	2,209.29	0.00%
CASH			11,731.63	11,731.63	0.01%
TOTAL ASSETS			91,824,501.67	97,408,321.90	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades