

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>LEIGHTON GROUP, INC. 401(K) SAVINGS & INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>08/01/1983</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LEIGHTON GROUP, INC.</u> <u>41715 ENTERPRISE CIRCLE NORTH</u> <u>SUITE 103</u> <u>TEMECULA, CA 92590-5661</u>	2b Employer Identification Number (EIN) <u>33-0735097</u> 2c Sponsor's telephone number <u>951-252-8916</u> 2d Business code (see instructions) <u>541330</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2013</u>	<u>CHI K. NGUYEN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ 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	159
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	131
b Retired or separated participants receiving benefits.....		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	23
d Subtotal. Add lines 6a , 6b , and 6c		6d	154
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e	0
f Total. Add lines 6d and 6e		6f	154
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g	135
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan <u>LEIGHTON GROUP, INC. 401(K) SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LEIGHTON GROUP, INC.</u>	D Employer Identification Number (EIN) <u>33-0735097</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

AMERIPRISE FINANCIAL SERVICES INC

70100 AMERIPRISE FINANCIAL CENTER
MINNEAPOLIS, MN 55474

(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?
55	BROKER/ADVISER	0	Yes ☒ No ☐	Yes ☐ No ☒	27273	Yes ☐ No ☒

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

AMERIPRISE FINANCIAL SERVICES INC.

200 AMERIPRISE FINANCIAL CENTER
MINNEAPOLIS, MN 55474

(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?
27	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	10911	Yes ☐ No ☒

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

THOERNER & TOMA, AN ACCOUNTANCY COR

1130 ROOSEVELT
IRVINE, CA 92620

(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?
10 13	AUDITOR	6000	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)

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	1795	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

THE HARTFORD

PO BOX 2907
HARTFORD, CT 06104-2907

(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?
99	OTHER	135	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	14	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
AMERIPRISE FINANCIAL SERVICES INC	55	27273
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation GREAT-WEST LIFE & ANNUITY INSURANCE 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. OTHER COMMISSIONS </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 AMERIPRISE FINANCIAL SERVICES INC. </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 27 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 10911 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation GREAT-WEST LIFE & ANNUITY INSURANCE 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. INVESTMENT ADVISOR </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		

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
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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

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 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 LEIGHTON GROUP, INC. 401(K) SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 LEIGHTON GROUP, INC.	D Employer Identification Number (EIN) 33-0735097	

Part I	Asset and Liability Statement
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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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	329339	265555
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	10158786	11497673
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	10488125	11763228

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10488125	11763228
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	598634	
(C) Others (including rollovers)	2a(1)(C)	65340	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		663974
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	12838	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		12838
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	270750	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		270750
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		967880
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1915442

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	595926	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		595926
f Corrective distributions (see instructions)	2f		8202
g Certain deemed distributions of participant loans (see instructions).....	2g		28267
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	6000	
(2) Contract administrator fees	2i(2)	1795	
(3) Investment advisory and management fees	2i(3)	14	
(4) Other	2i(4)	135	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7944
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		640339

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1275103
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **THOERNER & TOMA, CPA'S**

(2) EIN: **33-0337772**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>LEIGHTON GROUP, INC. 401(K) SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LEIGHTON GROUP, INC.</u>	D Employer Identification Number (EIN) <u>33-0735097</u>

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	<u>0</u>
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): <u>84-1455663</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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.
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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): _____

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN
Financial Statements and Schedule
December 31, 2012 and 2011
(With Independent Auditor's
Report Thereon)

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Financial Statements and Schedule
December 31, 2012 and 2011

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* Other schedules are omitted because they are not applicable or not required by the Employee Retirement Income Security Act of 1974 or regulations issued by the Department of Labor.

THOERNER & TOMA
CERTIFIED PUBLIC ACCOUNTANTS
1130 Roosevelt
Irvine, CA 92620
(949) 863-9900

Independent Auditor's Report

To the Administrative Committee and Participants of the
Leighton Group, Inc. 401(K) Savings and Investment Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Leighton Group, Inc. 401(K) Savings and Investment Plan, which comprise the statements as of December 31, 2012 and 2011, and for the year ended December 31, 2012, as listed in the accompanying index, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 4, which was certified by Great-West Trust Company, LLC, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Report on Supplemental Information

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule listed in the accompanying index, referred to as "Supplemental Information," which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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.

Irvine, California
October 4, 2013

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

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

<u>Assets</u>	<u>2012</u>	<u>2011</u>
Investments at fair value		
Mutual funds	<u>\$11,497,673</u>	<u>\$10,158,786</u>
Total investments	11,497,673	10,158,786
Notes receivable from participants	<u>265,555</u>	<u>329,339</u>
Total assets	11,763,228	10,488,125
<u>Liabilities</u>		
Total liabilities	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$11,763,228</u>	<u>\$10,488,125</u>

See accompanying notes to financial statements.

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2012

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of mutual fund investments	\$ 967,880
Interest and dividends	<u>270,750</u>

Total investment gain	1,238,630
-----------------------	-----------

Interest on notes receivable from participants	12,838
--	--------

Participant contributions	<u>663,974</u>
---------------------------	----------------

Total additions	<u>1,915,442</u>
-----------------	------------------

Deductions from net assets attributed to:

Benefits distributed to participants	632,395
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Administrative expenses	<u>7,944</u>
-------------------------	--------------

Total deductions	<u>640,339</u>
------------------	----------------

Net increase in assets available for benefits	1,275,103
---	-----------

Net assets available for benefits beginning of year	<u>10,488,125</u>
---	-------------------

Net assets available for benefits end of year	<u><u>\$11,763,228</u></u>
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See accompanying notes to financial statements.

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(1) Plan Description

General

Leighton Group, Inc. (the "Company"), established and adopted the Leighton Group, Inc. 401(K) Savings and Investment Plan (the "Plan") effective August 1, 1983. The Plan is a defined contribution plan covering substantially all employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). On October 12, 2011, the Plan was amended to adopt required legislative changes.

The following brief description of the Plan is provided for general information purposes. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Contributions

Participants who are full-time employees of the Company, and are 21 years of age or older, may elect to have the Company contribute on their behalf to the Plan a portion of their compensation for the Plan year. Such salary reduction contributions ("elective deferrals") on a pre-tax basis shall not exceed 20% of each participant's annual base salary to a Great-Westum of \$17,000 in 2012 and \$16,500 in 2011. Participants who are 50 years of age or older could elect to contribute an additional \$5,500 in 2012 and 2011. Additionally, participants may elect to transfer funds into the Plan from other qualified retirement plans.

The Company may make discretionary matching contributions to the Plan, which are allocated to participants based on their elective deferrals. No matching contributions were made to the Plan in 2012 or 2011.

The Company may also make profit sharing contributions at the discretion of the Company's board of directors. No such profit sharing contributions were made to the Plan in 2012 or 2011.

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

Participants' Accounts

Each participant's account is credited with their contributions (elective, matching and profit sharing) and for investment earnings. Each participant's account is charged with the amounts they withdraw from the Plan and for their share of investment expenses and losses. Accounts are credited and charged daily for transactions and participants receive reports on their accounts each calendar quarter.

Investments

Each participant has the option to direct investment of the funds in their account into one or more of the investment funds administered by Great-West Trust Company, LLC, the "Trustee". During 2012, participants could elect to invest their account balances among the following mutual fund investments designated by the Company:

Mutual Fund Stock Investments - The primary objective of these funds is to produce long-term capital appreciation through investments in the common stocks of domestic or foreign companies. These funds include Blackrock Flexible Equity Fund; Fidelity Advisor Equity Growth Fund; Great-West S&P 500 Index Fund; Loomis Sayles Mid-Cap Growth Fund; Oakmark Select II Fund; Oppenheimer International Growth Fund; and Oppenheimer Main Street Small & Mid-Cap Fund.

Mutual Fund Blended Investments – The primary investment objective of this group of mutual funds is to obtain a mixture of current income and capital appreciation consistent with the retirement planning of investors. Each fund accomplishes this objective by using an allocation strategy to invest in a combination of equity, fixed-income and money market funds. These funds include American Century Income & Growth Fund; American Century Strategic Allocation Conservative Fund; American Century Strategic Allocation Aggressive Fund; American Century Strategic Allocation Moderate Fund; Great-West Lifetime 2015 Fund; Great-West Lifetime 2025 Fund; Great-West Lifetime 2035 Fund; Great-West Lifetime 2045 Fund; Great-West Lifetime 2055 Fund; and Janus Balanced Fund.

Mutual Fund Bond Investments – The primary investment objectives of these funds are preservation of capital and Great-Westum total return by investing mainly in fixed-income securities of varying maturities, issued by various U.S. and non-U.S. public- or private-sector entities. These funds include Nationwide

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

Bond Index Fund; Oppenheimer Global Strategic Income Fund; and American Funds Money Market Fund.

Vesting

Participants are immediately vested in their elective deferral and matching contributions plus actual earnings thereon.

Administrative Expenses

Most expenses related to the administration and record keeping of the Plan are paid for by the Plan from Plan assets. The Company is not obligated to pay expenses on behalf of the Plan, but may, at its discretion choose to do so.

Termination of the Plan

The Company has the right under the Plan to suspend or discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, so that each participant receives 100% of his or her account balance as of the date of termination.

2) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting and present the net assets available for benefits and changes in net assets available for benefits for each year presented. The financial statements are prepared in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Valuation of Investments

The Plan investments are stated at fair value, in accordance with generally accepted accounting principles.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Federal Income Taxes

The Plan qualifies under Section 401(a) of the Internal Revenue Code (the "Code"). The Plan adopted the Great-West Trust Company, LLC prototype non-standardized plan agreement. This prototype agreement was issued a determination letter by the IRS effective March 31, 2008 confirming that the Plan qualifies under Section 401(a) of the Code.

The Plan's management believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, management believes the Plan was qualified and the related trust was tax-exempt as of December 31, 2012 under Sections 401(a) and 401(k) of the Code and is exempt from taxation under provisions of Section 501(a). Accordingly, no provision is made for Federal income tax in the financial statements.

Cash Equivalents

The Plan considers short-term highly liquid investments to be cash equivalents. There were no cash equivalents at December 31, 2012.

Payment of Benefits

Benefits are recorded when paid for financial statement purposes.

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 and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

(3) Administration of the Plan

The trustee of the Plan is Great-West Trust Company, LLC. Record keeping services are provided by Great-West Life & Annuity Insurance Company, an affiliate of the trustee, under an agreement with the Plan.

(4) Investments

The Plan's investments are participant directed and have been certified by the Plan's trustee. Investments held at December 31, 2012 and 2011 are summarized as follows:

	<u>2012</u>	<u>2011</u>
Mutual funds:		
American Funds Money Market Fund	\$1,840,365	\$1,839,473
Janus Balanced Fund	1,150,294	1,062,725
Oppenheimer International Growth Fund	1,075,602	785,983
Loomis Sayles Mid Cap Growth Fund	967,961	987,477
Great-West S & P 500 Index Fund	843,337	662,292
Blackrock Flexible Equity Fund	707,840	668,901
Fidelity Advisor Equity Growth Fund	688,743	642,013
American Century Income & Growth Fund	674,287	440,542
Oppenheimer Global Strategic Income Fund	644,091	604,315
Aggregate of other mutual fund investments less than five percent of the Plan's net assets	<u>2,905,153</u>	<u>2,465,065</u>
Total investments	<u>\$11,497,673</u>	<u>\$10,158,786</u>

During 2012, the Plan's mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$967,880.

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(5) Fair Value Measurements

Applicable accounting guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy 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	<p>Inputs to the valuation methodology include</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• 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;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>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.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

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

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

<u>Assets at Fair Value as of December 31, 2012</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Stock funds	\$ 5,265,118	-	-	\$ 5,265,118
Blended funds	3,218,568	-	-	3,218,568
Bond funds	3,013,987	-	-	3,013,987
Total mutual funds	<u>\$11,497,673</u>	<u>-</u>	<u>-</u>	<u>\$11,497,673</u>
Total assets at fair value	<u>\$11,497,673</u>	<u>-</u>	<u>-</u>	<u>\$11,497,673</u>

<u>Assets at Fair Value as of December 31, 2011</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Stock funds	\$ 4,635,398			\$ 4,635,398
Blended funds	2,769,721			2,769,721
Bond funds	2,753,667			2,753,667
Total mutual funds	<u>\$10,158,786</u>	<u>-</u>	<u>-</u>	<u>\$10,158,786</u>
Total assets at fair value	<u>\$10,158,786</u>	<u>-</u>	<u>-</u>	<u>\$10,158,786</u>

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(6) Participant Loans

A participant employed by the Company may borrow from the Plan the lesser of \$50,000 or 50% of the value of their vested account balance. Loans are repaid in installments not to exceed 60 months and bear interest at fixed interest rates set by the trustee (loans bear interest at rates ranging from 4.25% to 5.75% in 2012).

During 2012, loans in the aggregate amount of \$56,500 were made to participants. Also, during 2012 loan repayments (including deemed distributions) amounting to \$120,284 were made by participants. Interest charged on outstanding loans amounted to \$12,838 in 2012. As of December 31, 2012 and 2011, the principal balances outstanding on participant loans were \$265,555 and \$329,339, respectively.

(7) Related-Party Transactions and Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Great-West Financial. Great-West Trust Company, LLC is the trustee of the Plan and Great-West Life & Annuity Insurance Company is the record keeper. Therefore, these investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. In 2012, a direct payment in the amount of \$1,795 was made by the Plan to Great-West Life & Annuity Insurance Company for record keeping services. Additionally, \$6,000 was paid by the Plan to Thoerner & Toma, CPAs for auditing services. Other fees related to the Plan's operations were paid by the Company in 2012.

See Item 4(i) – Schedule of Assets Held for Investment Purposes for additional information related to the Plan's party-in-interest investments.

(8) Subsequent Events

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through October 4, 2013, the date the financial statements were available to be issued. The Plan failed to make corrective distributions by March 15, 2013, which were required based on year-end non-discrimination testing. As a result, the Company was subject to an excise tax paid on September 10, 2013.

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Item 4(i) – Schedule of Assets Held for Investment Purposes
December 31, 2012
FEIN # 33-0735097
Plan Number 001

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	American Funds Money Market Fund	Mutual Fund	N/A	\$1,840,365
	Janus Balanced Fund	Mutual Fund	N/A	1,150,294
	Oppenheimer International Growth Fund	Mutual Fund	N/A	1,075,602
	Loomis Sayles Mid Cap Growth Fund	Mutual Fund	N/A	967,961
	Blackrock Flexible Equity Fund	Mutual Fund	N/A	707,840
	Oakmark Select II Fund	Mutual Fund	N/A	497,478
	Great-West S & P 500 Index Fund	Mutual Fund	N/A	843,337
	Oppenheimer Global Strategic Income Fund	Mutual Fund	N/A	644,091
	Fidelity Advisor Equity Growth Fund	Mutual Fund	N/A	688,743
	American Century Strategic Alloc. Aggressive Fund	Mutual Fund	N/A	445,194
	American Century Income and Growth Fund	Mutual Fund	N/A	674,287
	American Century Strategic Allocation Moderate Fund	Mutual Fund	N/A	408,938
	Oppenheimer Main Street Small & Mid-Cap Fund	Mutual Fund	N/A	484,157
	Nationwide Bond Index Fund	Mutual Fund	N/A	529,532
	American Century Strategic Alloc. Conservative Fund	Mutual Fund	N/A	264,184
	Great-West Lifetime 2015 Portfolio Fund	Mutual Fund	N/A	13,581
		(Continued)		

See accompanying independent auditor's report.

LEIGHTON GROUP, INC.
401(K) SAVINGS AND INVESTMENT PLAN

Item 4(i) – Schedule of Assets Held for Investment Purposes
December 31, 2012
FEIN # 33-0735097
Plan Number 001

(a) (b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
Great-West Lifetime 2025 Portfolio Fund	Mutual Fund	N/A	11,802
Great-West Lifetime 2035 Portfolio Fund	Mutual Fund	N/A	205,128
Great-West Lifetime 2045 Portfolio Fund	Mutual Fund	N/A	20,697
Great-West Lifetime 2055 Portfolio Fund	Mutual Fund	N/A	24,462
Participant Loans	Interest at 4.25% to 5.75%	-0-	265,555

See accompanying independent auditor's report.

ASSETS HELD FOR INVESTMENT PURPOSES

Leighton Group, Inc. 401(K) Savings & Investment Plan
01-JAN-12 to 31-DEC-12

23-JAN-13 10:21:12

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1MX15M1			13,269.97	13,580.93
1MX25M1			11,595.92	11,801.87
1MX35M1			200,963.88	205,128.17
1MX45M1			19,523.00	20,696.97
1MX55M1			22,841.97	24,461.73
1ACCAX			240,432.36	264,183.74
1ACOAX			395,133.95	408,938.37
1ACVAX			402,896.50	445,193.74
1OIGAX			912,397.75	1,075,601.65
1OPMSX			391,654.26	484,156.68
1BMCAX			618,341.19	707,840.18
1LAGRX			717,873.79	967,961.42
1AMADX			659,246.57	674,287.14
1FAEGX			563,563.86	688,743.33
194MX5			718,000.50	843,337.21
1OARLX			467,850.10	497,477.92
1JABAX			1,096,740.42	1,150,293.71
1GBIAX			511,293.45	529,531.46
1OPSIX			617,631.36	644,091.34
1RACXX			1,840,365.07	1,840,365.07
			10,421,615.87	11,497,672.63
PARTICIPANT LOANS	VARIOUS	4.250-9.250	264,834.33	265,554.95

Attachment to Form 5500, Schedule H, Part 4, Item I
 EIN # 33-0735097

LEGEND

INVESTMENT OPTION:

1MX15M1	Great-West Lifetime 2015 Fund II T1	1MX25M1	Great-West Lifetime 2025 Fund II T1
1MX35M1	Great-West Lifetime 2035 Fund II T1	1MX45M1	Great-West Lifetime 2045 Fund II T1
1MX55M1	Great-West Lifetime 2055 Fund II T1	1ACCAX	American Century Strat Allc Cnsrv A
1ACOAX	American Century Strat Allc: Mod A	1ACVAX	American Century Strat Allc: Agrsv A
1OIGAX	Oppenheimer International Growth A	1OPMSX	Oppenheimer Main Street Sm & Mid-Cap A
1BMCAX	BlackRock Flexible Equity A	1LAGRX	Loomis Sayles Mid Cap Growth A
1AMADX	American Century Income & Growth - A	1FAEGX	Fidelity Advisor Equity Growth T
194MX5	Great-West S&P 500 Index Fund I	1OARLX	Oakmark Select II
1JABAX	Janus Balanced Fund T	1GBIAX	Nationwide Bond Index Fund A
1OPSIX	Oppenheimer Global Strategic Income A	1RACXX	American Funds Money Market Fund R3

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year