

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	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>THE REDWOODS GROUP, INC. PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2002</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2002</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE REDWOODS GROUP, INC</u> <u>2801 SLATER ROAD</u> <u>MORRISVILLE, NC 27560</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>56-2087089</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>800-463-8546</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>56-2087089</u>	2c Sponsor's telephone number <u>800-463-8546</u>	2d Business code (see instructions) <u>524210</u>	
2b Employer Identification Number (EIN) <u>56-2087089</u>					
2c Sponsor's telephone number <u>800-463-8546</u>					
2d Business code (see instructions) <u>524210</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/11/2013 Date	RACHEL KENDALL 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 THE REDWOODS GROUP, INC 2801 SLATER ROAD MORRISVILLE, NC 27560		3b Administrator's EIN 56-2087089
		3c Administrator's telephone number 800-463-8546
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		5 107
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	79
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	19
d Subtotal. Add lines 6a , 6b , and 6c	6d	98
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	98
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	84
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
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		
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>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> 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 THE REDWOODS GROUP, INC. PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE REDWOODS GROUP, INC	D Employer Identification Number (EIN) 56-2087089	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	937144-01	85	01/01/2012	12/31/2012

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	991118
5 Current value of plan's interest under this contract in separate accounts at year end	5	4260921

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☒ other (specify) ▶ **GROUP ANNUITY CONTRACT**

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	1117667
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c Additions: (1) Contributions deposited during the year	7c(1)	140602	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	15647	
(4) Transferred from separate account	7c(4)	51036	
(5) Other (specify below)	7c(5)	11135	

▶ **LOAN REPAYMENT(S), FORFEITURES**

(6) Total additions	7c(6)	218420
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1336087
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	280806	
(2) Administration charge made by carrier	7e(2)	3009	
(3) Transferred to separate account	7e(3)	61154	
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	344969
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	991118
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

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

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>THE REDWOODS GROUP, INC. PROFIT SHARING 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>THE REDWOODS GROUP, INC</u>	D Employer Identification Number (EIN) <u>56-2087089</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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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

JOHNSON LAMBERT & CO. LLP

P.O. BOX 60096
CHARLOTTE, NC 28260-0096

(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	AUDITOR	8500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QUALIFIED RETIREMENT PLAN SVCS, INC

PO BOX 99163
RALEIGH, NC 27624-9163

(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?
13	CONTRACT ADMIN	1830	Yes ☒ No ☐	Yes ☐ No ☒	2360	Yes ☐ No ☒

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

GREAT-WEST LIFE & ANNUITY COMPANY

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	1875	Yes ☒ No ☐	Yes ☒ No ☐	0	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
QUALIFIED RETIREMENT PLAN SVCS, INC	13	2360
(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.	
GREA-WEST LIFE & ANNUITY COMPANY 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111	TPA ALLOWANCE PAYMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan THE REDWOODS GROUP, INC. PROFIT SHARING PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE REDWOODS GROUP, INC				D Employer Identification Number (EIN) 56-2087089	
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: FUTUREFUNDS SERIES II					
b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY					
c EIN-PN 84-0467907-001		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4260921	
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)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2012 v. 120126

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 THE REDWOODS GROUP, INC. PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE REDWOODS GROUP, INC	D Employer Identification Number (EIN) 56-2087089	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	93499	80516
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	3602983	4260921
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1117667	991118
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4814149	5332555

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4814149	5332555
---	-----------	---------	---------

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)	231492	
(B) Participants	2a(1)(B)	318787	
(C) Others (including rollovers)	2a(1)(C)	39608	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		589887
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	15647	
(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)	3661	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		19308
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		495731
(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)		
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1104926

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	582585	
(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)		582585
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)	3935	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3935
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		586520

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		518406
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: JOHNSON LAMBERT AND COMPANY

(2) EIN: 52-1446779

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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.

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

A Name of plan <u>THE REDWOODS GROUP, INC. PROFIT SHARING 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>THE REDWOODS GROUP, INC</u>	D Employer Identification Number (EIN) <u>56-2087089</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>84-0467907</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
-----------------	-------------------

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): _____

The Redwoods Group, Inc. 401(k) Profit Sharing Plan
Financial Statements and Supplemental Schedules

*Years ended December 31, 2012 and 2011
with Report of Independent Auditors*

The Redwoods Group, Inc. 401(k) Profit Sharing Plan
Financial Statements and Supplemental Schedule

Years ended December 31, 2012 and 2011

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Report of Independent Auditors

Trustees
The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Redwoods Group, Inc. 401(k) Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, the Plan sponsor instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note D, which was certified by Great-West Life & Annuity Insurance Company and Great-West Trust, LLC, the insurance company and custodian for the Plan, respectively (collectively Great-West Financial), except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan sponsor that Great-West Financial holds the Plan's investment assets and executes investment transactions. The Plan sponsor has obtained a certification from Great-West Financial as of December 31, 2012 and 2011 and for the years then ended, that the information provided to the Plan sponsor by the custodian is complete and accurate.

Disclaimer of Opinion

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

Report of Independent Auditors (Continued)

Other Matter

The supplemental Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2012, is required by the DOL's 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 this supplemental schedule.

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

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

A handwritten signature in cursive script that reads "Johnson Lambert LLP". The signature is written in black ink and is positioned to the right of the date and location text.

Raleigh, North Carolina
October 10, 2013

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

	As of December 31,	
	<u>2012</u>	<u>2011</u>
Assets:		
Pooled separate account investments	\$ 4,260,921	\$ 3,602,983
Guaranteed portfolio fund	991,118	1,117,667
Notes receivable from participants	<u>80,516</u>	<u>93,499</u>
Net assets available for benefits	<u>\$ 5,332,555</u>	<u>\$ 4,814,149</u>

See accompanying notes to the financial statements.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Statements of Changes in Net Assets Available for Benefits

	Years ended December 31,	
	<u>2012</u>	<u>2011</u>
Changes to net assets attributed to:		
Contributions:		
Participants	\$ 318,787	\$ 298,431
Participant rollovers	39,608	44,865
Employer	<u>231,492</u>	<u>229,628</u>
Total contributions	<u>589,887</u>	<u>572,924</u>
Investment and other income:		
Net realized and unrealized change in fair value of plan investments	495,731	(59,592)
Interest on guaranteed portfolio fund	15,647	13,789
Interest on participant loans	3,661	3,795
Other income	<u>-</u>	<u>2,406</u>
Total investment and other income	<u>515,039</u>	<u>(39,602)</u>
Total contributions and investment income	<u>1,104,926</u>	<u>533,322</u>
Deductions from net assets:		
Benefit payments	582,585	605,533
Loan administrative expenses	<u>3,935</u>	<u>950</u>
Total deductions from net assets	<u>586,520</u>	<u>606,483</u>
Net change in net assets available for benefits	518,406	(73,161)
Net assets available for benefits, beginning of year	<u>4,814,149</u>	<u>4,887,310</u>
Net assets available for benefits, end of year	<u><u>\$ 5,332,555</u></u>	<u><u>\$ 4,814,149</u></u>

See accompanying notes to the financial statements.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements

Years ended December 31, 2012 and 2011

Note A - Description of Plan

The following description of The Redwoods Group, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of The Redwoods Group, Inc. (the sponsor). The sponsor is a managing underwriter of property, casualty, liability and workers' compensation insurance coverage provided by insurance carriers for the Company's programs for Young Men's Christian Associations, camps, and Jewish Organizations throughout the United States. Employees of the Sponsor, who have attained age 21, are eligible to begin participating in the Plan on the first day of the month coinciding with or following their employment date. The Plan permits eligible employees to make pre-tax deferrals to the Plan. The Plan was established on January 1, 2002, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Great-West Life & Annuity Insurance Company (Great-West) provides pooled separate accounts (PSAs) and the guaranteed portfolio fund held by the Plan. Additionally Great-West provides recordkeeping and administrative services to the Plan. Great-West Trust LLC (Great-West Trust) is the custodian for the Plan. Collectively Great-West and Great-West Trust are referred to as Great-West Financial. Pursuant to an agreement, Qualified Retirement Plan Services, Inc. provides specified regulatory compliance and administrative services to the Plan.

Contributions

Plan participants may contribute a portion of their compensation each Plan year, subject to certain limitations established by law. The Plan provides for matching contributions equal to 100% of employee salary deferrals that do not exceed 6% of compensation. In addition to the employees' salary deferrals and rollovers, the sponsor may make the following discretionary contributions to the Plan: 1) matching contributions, 2) profit sharing contributions, 3) qualified non-elective contributions (QNEC). When the sponsor elects to make profit sharing and QNEC contributions, amounts are allocated to each participant in proportion to the participant's compensation as compared to the total compensation of all participants eligible to share. The sponsor made no profit sharing or QNEC contributions in 2012 or 2011.

Investment of Assets

Participants direct their contributions and the sponsor's contributions to one or more investment options provided by the Plan. Participant accounts are segregated for the purpose of determining gains and losses on the investments.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements (Continued)

Note A - Description of Plan (continued)

Vesting

Participants are 100% vested in their own salary deferrals, rollovers and QNECs. A participant becomes fully vested in the sponsor's matching and other discretionary profit sharing contributions after 3 years of service. The cumulative vesting schedule is 33.3% after one year, 66.7% after two years and 100% after three years of service.

Forfeited accounts

Forfeitures of non-vested participant accounts are used to reduce the sponsor's contributions. During the years ended December 31, 2012 and 2011, \$8,009 and \$1,500, respectively, of forfeited non-vested accounts were used to reduce the sponsor's contributions. At December 31, 2012 and 2011, there were \$0 and \$1,518, respectively, of previously forfeited amounts available to offset future contributions.

Payment of benefits

Vested balances are available for distribution to participants upon death, disability, termination of employment or attainment of age 59½. Additionally, hardship withdrawals are permitted by the Plan, provided certain conditions are met. At December 31, 2012 and 2011, no benefit distributions had been requested by Plan participants but not yet paid.

Notes receivables from participants

Plan participants are allowed to borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loan repayment terms for general purpose loans may not exceed five years and loan repayment terms for principal residence loans may not exceed fifteen years. A participant can have no more than two loans outstanding from the Plan at any time. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate of interest charged for similar types of loans by other lenders. Principal and interest payments are withheld from participant wages through semi-monthly after-tax payroll deductions.

Plan termination

Although it has not expressed any intent to do so, the sponsor has the right under the plan agreement to terminate the Plan subject to the provisions of ERISA. Upon termination, all amounts credited to participant accounts become 100% vested.

Note B - Significant Accounting Principles

Basis of accounting and use of estimates

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions which affect the reported amounts of net assets available for benefits at the date of the financial statements, disclosures of contingent assets and liabilities and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements (Continued)

Note B - Significant Accounting Principles (continued)

Investment valuation and income recognition

Current accounting guidance establishes a three-level hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets (Level 1), the next priority to quoted prices for identical assets in inactive markets or similar assets in active markets (Level 2) and the lowest priority to unobservable inputs (Level 3).

The Plan's investments are stated at fair value. Investments in PSAs are stated at estimated fair value, which have been determined based on the unit values of each PSA. Unit values are determined by Great-West by dividing the PSA net assets at fair value on the valuation date by the units outstanding at each valuation date, and are deemed to be Level 2 investments under GAAP. The Great-West guaranteed portfolio fund is similar in concept to a bank certificate of deposit with a guaranteed interest rate determined quarterly by Great-West Financial.

In accordance with GAAP, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. GAAP requires the statement of net assets available for benefits to present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is to be prepared on a contract value basis. The Great-West guaranteed portfolio fund is a fully benefit-responsive contract and as of December 31, 2012 and 2011, fair value equaled contract value since the investment contract does not have a fair value adjustment upon discontinuance. Therefore, no adjustment from fair value to contract value is necessary.

Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Subsequent Events

The Plan evaluated subsequent events through October 10, 2013, the date on which these financial statements were available to be issued, and considered any relevant matters in the preparation of the financial statements.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements (Continued)

Note C - Income Tax Status

The Plan is a prototype plan for which the IRS has issued a determination letter as to the acceptability of the Plan's form under the Internal Revenue Code (IRC). The Plan is relying on that determination and has not applied for a separate determination letter. Accordingly, no provision for income taxes has been included in the Plan's financial statements. Although the Plan has been amended since its formation, the sponsor believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The sponsor analyzed the tax positions taken by the Plan and concluded that as of December 31, 2012, no uncertain positions were taken or expected to be taken that would require recognition of a liability or disclosure of the financial statements. No tax planning strategies were used in 2012 and 2011. Tax returns filed within the past three years are subject to examination by the IRS. There are no examinations currently being conducted.

Note D - Information Certified by Great West Financial

In accordance with Section 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 sponsor received certification from Great-West Financial as to the accuracy and completeness of investment and notes receivable from participants information presented in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, statements of changes in net assets available for benefits for the years then ended, and schedule of assets held for investment purposes at end of year as of December 31, 2012.

Note E - Investments

With the exception of the guaranteed portfolio fund, a PSA is established for each investment option available to the Plan comprised only of publicly traded shares of the underlying mutual fund. The PSAs are held separate and apart from the general assets of Great-West and are exclusively for the benefit of Plan participants and beneficiaries. The value of each PSA is directly related to the quoted share price of each mutual fund. No liquidity or redemption restrictions exist on participant balances invested in PSAs.

The Great-West guaranteed portfolio fund is a fully benefit-responsive investment contract. Funds are invested in a commingled fashion with investments in Great-West's general account. The average yield earned for the Great-West guaranteed portfolio fund for the years ended December 31, 2012 and 2011 were 1.45% and 2.03%, respectively. The average yield earned with any applicable adjustment to reflect the actual interest rate credited to plan participants was 1.45% and 2.03% for the years ended December 31, 2012 and 2011, respectively. Crediting interest rates are determined by Great-West on a quarterly basis. Key factors that could influence future crediting rates are changes to market interest rates, changes in the market value of securities, changes in the duration of weighted average life of securities and deposits or withdrawals of investment contracts.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements (Continued)

Note E - Investments (continued)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) premature termination of the contracts by the Plan (including mergers), (2) bankruptcy of the Sponsor, or (3) early retirement incentives. The sponsor does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring. The Great-West guaranteed portfolio fund does not permit the issuer to terminate the agreement prior to the scheduled maturity date.

The fair values of individual investments that represent 5% or more of the Plan's total net assets available for benefits at December 31, are as follows:

	<u>2012</u>	<u>2011</u>
Pooled separate accounts		
Great-West Bond Index Fund	\$ 604,856	\$ 536,197
Great-West Moderate Profile II Fund	493,251	531,773
Great-West American Century Growth Fund	333,610	288,412
Great-West Aggressive Profile II Fund	326,275	277,294
American Funds Growth Fund of America R3	266,944	*
Guaranteed Portfolio Fund	991,118	1,117,667

* Value less than 5% of net assets available for benefits

The 2011 Maxim funds were re-branded during 2012 to contain the Great-West name. All fund strategies and underlying investments remained unchanged.

The major components of net realized and unrealized change in fair value of Plan investments, and interest on investments, during the year ended December 31, 2012 and 2011 were as follows:

<u>Year ended December 31, 2012:</u>	<u>Pooled separate accounts</u>	<u>Guaranteed portfolio fund</u>	<u>Total</u>
Net realized and unrealized change in fair value of plan investments	\$ 495,731	\$ -	\$ 495,731
Interest on investments	-	15,647	15,647
Total	<u>\$ 495,731</u>	<u>\$ 15,647</u>	<u>\$ 511,378</u>
<u>Year ended December 31, 2011:</u>	<u>Pooled separate accounts</u>	<u>Guaranteed portfolio fund</u>	<u>Total</u>
Net realized and unrealized change in fair value of plan investments	\$ (59,592)	\$ -	\$ (59,592)
Interest on investments	-	13,789	13,789
Total	<u>\$ (59,592)</u>	<u>\$ 13,789</u>	<u>\$ (45,803)</u>

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements (Continued)

Note E - Investments (continued)

The following table shows how the Plan's investments are categorized in accordance with the fair value hierarchy as of December 31, 2012 and 2011.

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Bond funds	\$ -	\$ 1,024,399	\$ -	\$ 1,024,399
Asset allocation funds	-	946,512	-	946,512
Small cap funds	-	320,842	-	320,842
Mid cap funds	-	427,265	-	427,265
Large cap funds	-	1,170,805	-	1,170,805
International funds	-	371,098	-	371,098
Guaranteed portfolio fund	-	991,118	-	991,118
	<u>\$ -</u>	<u>\$ 5,252,039</u>	<u>\$ -</u>	<u>\$ 5,252,039</u>

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Bond funds	\$ -	\$ 821,657	\$ -	\$ 821,657
Asset allocation funds	-	898,595	-	898,595
Small cap funds	-	234,877	-	234,877
Mid cap funds	-	382,853	-	382,853
Large cap funds	-	946,643	-	946,643
International funds	-	318,358	-	318,358
Guaranteed portfolio fund	-	1,117,667	-	1,117,667
	<u>\$ -</u>	<u>\$ 4,720,650</u>	<u>\$ -</u>	<u>\$ 4,720,650</u>

Pooled Separate Accounts

The investment strategies of the pooled separate accounts at December 31, 2012 and 2011 are summarized by asset category below. At December 31, 2012 and 2011, no unfunded commitments exist for the pooled separate accounts and the redemption frequency was daily with no notice required for redemption.

Bond funds

This category primarily invests in debt securities of government agencies and private companies. They provide income based on the interest or yield of the underlying bonds. Changes in interest rates and the stability of the issuer can affect the value of the underlying bonds. Unlike money market and fixed funds, bond funds can result in a loss of principal.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements (Continued)

Note E - Investments (continued)

Pooled Separate Accounts (continued)

Asset allocation funds

This category, also known as profile funds, invests in a mix of underlying funds across a variety of asset classes providing immediate diversification. Aggressive through conservative allocations are constructed by investing in international and domestic equity funds as well as intermediate and short term bond funds. The profiles may include some investment options not directly available to the Plan.

Small cap funds

This category primarily invests in equity securities of public companies located in the United States that have market capitalizations less than two billion dollars. Market capitalization is a measure of a company's size and is calculated by multiplying the number of outstanding shares by the current market price.

Mid cap funds

This category primarily invests in equity securities of public companies located in the United States that have market capitalizations less than ten billion dollars but greater than two billion dollars. Market capitalization is a measure of a company's size and is calculated by multiplying the number of outstanding shares by the current market price.

Large cap funds

This category primarily invests in equity securities of public companies located in the United States that have market capitalizations greater than ten billion dollars. Market capitalization is a measure of a company's size and is calculated by multiplying the number of outstanding shares by the current market price.

International funds

This category primarily invests in equity securities of companies based outside the United States including companies based in Asia, Europe and emerging markets.

Note F - Transactions with Parties - In - Interest

Plan investments include units of participation in pooled separate accounts and a guaranteed portfolio fund managed by Great-West. As discussed in Note A, Great-West provides recordkeeping and administrative services to the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Certain administrative functions related to the Plan are performed by employees of the sponsor. Neither the sponsor nor the employees receive compensation from the Plan for these services. Additionally, certain expenses of the Plan; primarily audit, record-keeping, administrative and regulatory compliance fees, are paid directly by the sponsor.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements (Continued)

Note G - Risks and Uncertainties

Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility 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 statement of net assets available for benefits.

The Redwoods Group, Inc. 401(k) Profit Sharing Plan
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year
(EIN: 56-2087089)
(PN: 001)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
*	Identity of issuer, borrower, lessor, or similar party	Description of investment	Cost	Current Value
	Great-West Life & Annuity Insurance Company			
	Guaranteed Portfolio Fund	Guaranteed interest account	N/A	\$ 991,118
	Great-West Bond Index Fund	Pooled separate account	N/A	604,856
	Great-West Moderate Profile II Fund	Pooled separate account	N/A	493,251
	Great-West American Century Growth Fund	Pooled separate account	N/A	333,610
	Great-West Aggressive Profile II Fund	Pooled separate account	N/A	326,275
	American Funds Growth Fund of Amer R3	Pooled separate account	N/A	266,944
	Great-West Loomis Sayles Bond Fund	Pooled separate account	N/A	265,765
	Great-West S&P 500 Index Fund	Pooled separate account	N/A	263,862
	Great-West T. Rowe Price MidCap Growth Fund	Pooled separate account	N/A	234,549
	Great-West S&P SmallCap 600 Index Fund	Pooled separate account	N/A	191,051
	Great-West T. Rowe Price Equity Income Fund	Pooled separate account	N/A	175,657
	Oppenheimer Global A	Pooled separate account	N/A	163,833
	American Funds Europacific Growth R3	Pooled separate account	N/A	146,158
	Great-West Conservative Profile II Fund	Pooled separate account	N/A	126,986
	PIMCO Total Return Admin	Pooled separate account	N/A	126,553
	Ridgeworth Small Cap Growth Fund I	Pooled separate account	N/A	115,992
	Ridgeworth MidCap Value Equity A	Pooled separate account	N/A	91,789
	Lord Abbet Value Opportunities A	Pooled separate account	N/A	79,264
	Marisco Focus	Pooled separate account	N/A	60,578
	MFS International Value R2	Pooled separate account	N/A	49,253
	INVESCO Van Kampen Comstock R	Pooled separate account	N/A	27,253
	Great-West US Gov't Mortgage Securities Fund	Pooled separate account	N/A	27,226
	Columbia Diversified Equity Income A	Pooled separate account	N/A	23,535
	Fidelity Advisor Leveraged Co STK - T	Pooled separate account	N/A	21,659
	Dreyfus Appreciation	Pooled separate account	N/A	19,366
	Royce Total Return K	Pooled separate account	N/A	12,363
	Putnam Int'l Capital Opportunities R	Pooled separate account	N/A	11,845
	Nuveen Small Cap Select A	Pooled separate account	N/A	1,435
	Great-West International Index Fund	Pooled separate account	N/A	9
	Great West S&P MidCap 400 Index Fund	Pooled separate account	N/A	<u>4</u>
	Total investments			5,252,039
*	Notes receivable from participants	Interest rates 4.25% - 7.00%	N/A	<u>80,516</u>
	Total assets held for investment purposes			<u>\$ 5,332,555</u>

* - Represents party-in-interest to the Plan.

N/A - Cost information has not been included in column (d) because all investments are participant-directed.

Note - Above information was obtained or derived from information supplied to the Plan and certified as complete and accurate by Great-West Financial.

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 THE REDWOODS GROUP, INC. PROFIT SHARING PLAN	1b Three-digit plan number (PN) ► <u>001</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) THE REDWOODS GROUP, INC 2801 SLATER ROAD MORRISVILLE NC 27560	1c Effective date of plan <u>01/01/2002</u> 2b Employer Identification Number (EIN) <u>56-2087089</u> 2c Sponsor's telephone number <u>800-463-8546</u> 2d Business code (see instructions) <u>524210</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>Rachel R. Kendall</u>	<u>10/11/13</u>	Rachel Kendall
	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)

The Redwoods Group, Inc. 401(k) Profit Sharing Plan
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year
(EIN: 56-2087089)
(PN: 001)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
*	Identity of issuer, borrower, lessor, or similar party	Description of investment	Cost	Current Value
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	Great-West Moderate Profile II Fund	Pooled separate account	N/A	493,251
	Great-West American Century Growth Fund	Pooled separate account	N/A	333,610
	Great-West Aggressive Profile II Fund	Pooled separate account	N/A	326,275
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	Great-West Loomis Sayles Bond Fund	Pooled separate account	N/A	265,765
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	INVESCO Van Kampen Comstock R	Pooled separate account	N/A	27,253
	Great-West US Gov't Mortgage Securities Fund	Pooled separate account	N/A	27,226
	Columbia Diversified Equity Income A	Pooled separate account	N/A	23,535
	Fidelity Advisor Leveraged Co STK - T	Pooled separate account	N/A	21,659
	Dreyfus Appreciation	Pooled separate account	N/A	19,366
	Royce Total Return K	Pooled separate account	N/A	12,363
	Putnam Int'l Capital Opportunities R	Pooled separate account	N/A	11,845
	Nuveen Small Cap Select A	Pooled separate account	N/A	1,435
	Great-West International Index Fund	Pooled separate account	N/A	9
	Great West S&P MidCap 400 Index Fund	Pooled separate account	N/A	<u>4</u>
	Total investments			5,252,039
*	Notes receivable from participants	Interest rates 4.25% - 7.00%	N/A	<u>80,516</u>
	Total assets held for investment purposes			<u><u>\$ 5,332,555</u></u>

* - Represents party-in-interest to the Plan.

N/A - Cost information has not been included in column (d) because all investments are participant-directed.

Note - Above information was obtained or derived from information supplied to the Plan and certified as complete and accurate by Great-West Financial.