Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE BRIX GROUP, INC. 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1991

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

THE BRIX GROUP, INC.

541 DIVISION ST
CAMPBELL, CA 95008-6934

2b Employer Identification Number (EIN) 94-2177912

2c Sponsor's telephone number 408-874-4800

2d Business code (see instructions) 423600

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.	10/14/2013	HARRISON BRIX
	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

THE BRIX GROUP, INC.

541 DIVISION ST
CAMPBELL, CA 95008-6934

3b Administrator's EIN 94-2177912

3c Administrator's telephone number 408-874-4800

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**	230
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**	204
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	32
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	236
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	236
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	111
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☒		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

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

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

A Name of plan
THE BRIX GROUP, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BRIX GROUP, INC.

D Employer Identification Number (EIN)
94-2177912

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)

WADE FINANCIAL ADVISORY, INC

2105 S. BASCOM AVE, SUITE 110
CAMPBELL, CA 95008

77-0297228

(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?
26 27	NONE	257579	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

401KDIRECTPRO, INC.

3027 CENTRAL STREET
EVANSTON, IL 60201

20-3825735

(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	NONE	21528	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
THE BRIX GROUP, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE BRIX GROUP, INC.

D Employer Identification Number (EIN)
94-2177912

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: MATRIX RETIRE FOCUS BALANCED FUND

b Name of sponsor of entity listed in (a): MG TRUST CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
30-0386057-001	C	104822

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)

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

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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 BRIX GROUP, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BRIX GROUP, INC.

D Employer Identification Number (EIN)
94-2177912

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)	123989	153475
(9) Value of interest in common/collective trusts	1c(9)	108758	104822
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	4686220	4944202
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4918967	5202499
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4918967	5202499

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)		
	(B) Participants	2a(1)(B)	439997	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		439997
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	155	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)	7664	
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7819
	(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)		
(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)		585334
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1033150
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	695625	
(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)		695625
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		6708
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	21528	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	25757	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		47285
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		749618
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		283532
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: PETRINOVICH PUGH AND COMPANY, LLP. **(2)** EIN: 94-1668792

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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
THE BRIX GROUP, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BRIX GROUP, INC.

D Employer Identification Number (EIN)
94-2177912

Part I Distributions

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

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

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

EIN(s): 75-3182674

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

THE BRIX GROUP, INC. 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012 AND 2011

THE BRIX GROUP, INC. 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012 AND 2011

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PP&CO | PETRINOVICH PUGH & CO LLP
Certified Public Accountants and Consultants
333 W SANTA CLARA STREET SUITE 830 SAN JOSE CA 95113
408.287.7911 PHONE 408.297.7836 FAX WWW.PPANDCO.COM

INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Administrative Committee
The Brix Group, Inc. 401(k) Plan
Campbell, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of The Brix Group, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial 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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note H, which was certified by MG 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 and for the years ended December 31, 2012 and 2011, 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.

Other Matter
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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.

Petrinovich Pugh & Co, LLP

Petrinovich Pugh & Company, LLP

San Jose, California
October 11, 2013

THE BRIX GROUP, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

ASSETS	2012	2011
Investments at fair value:		
Mutual funds	$ 4,944,202	$ 4,686,220
Value of interest in common trusts	104,822	108,758
Total investments at fair value	5,049,024	4,794,978
Notes receivable from participants	153,475	123,989
Net assets available for benefits	$ 5,202,499	$ 4,918,967

See independent auditors' report
and accompanying notes to financial statements.

THE BRIX GROUP, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$	585,334
Interest income		155
Total investment income		585,489
Interest income on notes receivable from participants		7,664
Participant contributions		439,997
Total additions		1,033,150
DEDUCTIONS:		
Deductions from net assets attributed to:		
Distributions to participants		702,333
Administrative expenses		47,285
Total deductions		749,618
Net increase		283,532
Net assets available for benefits:		
Beginning of year		4,918,967
End of year	$	5,202,499

See independent auditors' report
and accompanying notes to financial statements.

THE BRIX GROUP, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE A – DESCRIPTION OF THE PLAN

The following description of The Brix Group, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan's adoption agreement and amendments for a more complete description of the Plan's provisions.

General: The Plan, a defined contribution and profit sharing plan qualified under Section 401(k) and related provisions of the Internal Revenue Code, was established in 1991 and restated in 2003. The Plan was designed to provide participants with a means to defer a portion of their compensation for retirement funds and to provide benefits in the event of disability, death or financial hardship. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan administrator: The Brix Group, Inc. (the Company) is the administrator of the Plan, and as such, carries out the duties imposed under ERISA. The Company has delegated the responsibility for the operation and administration of the Plan to 401kDIRECT, Inc. Administrative costs for the year ended December 31, 2012 were $47,285; the Company paid $1,336 of these costs, $51 was paid from the forfeiture account, $4,400 was paid by participants who took loans and distributions, and the remaining $41,498 was assessed pro rata to all participant accounts. Administrative costs for the year ended December 31, 2011 were $44,892; the Company paid $300, $10,030 was paid from the forfeiture account, $3,150 was paid by participants who took loans and distributions, and the remaining $31,412 was assessed pro rata to all participant accounts.

Eligibility: All employees who are 21 years of age or older are eligible to contribute to the Plan. The entry date is the first day of each calendar quarter after becoming eligible. Any employee who is 21 years of age or older and has worked at least 1,000 hours each year is eligible to gain a year of service with respect to the vesting schedule and receive the employer's matching contributions, if applicable. Independent contractors, employees of a company or division acquired by the Company and nonresident aliens who have no earned income from sources within the United States, or employees represented under a collective bargaining agreement are not eligible to participate in the Plan.

Contributions: Contributions to a qualified plan are tax deferred and therefore are not included in a participant's compensation for federal income tax purposes until distributed to the participant. Participants may elect to contribute annually up to 100% of their annual compensation on a pretax basis up to a maximum of $17,000 for 2012 and $16,500 for 2011. The maximum contribution is normally adjusted annually by an inflation index. Eligible participants age 50 or older are permitted to make catch-up contributions. The maximum catch-up contribution was $5,500 in 2012 and 2011. Participants are also allowed to rollover contributions from other qualified employer sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's directives. The Company may make matching or discretionary contributions. Effective March 3, 2009, the Company ceased making matching contributions. The Plan also allows for profit sharing contributions. No discretionary profit sharing contributions were made for the years ended December 31, 2012 and 2011.

NOTE A – DESCRIPTION OF THE PLAN (CONTINUED)

Investment options: The Plan has an investment contract with MG Trust Company, LLC (MG) to act as custodian of the Plan. MG maintains the contributions in mutual funds and a common trust. The common trust account is credited with actual earnings on the underlying investments and charged for its share of participant withdrawals and administrative expenses charged. Funds are invested based solely upon instructions received from participants.

Participant accounts: Each participant's account is credited with the participant's contribution and the employer's contribution, an allocation of the Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on the ratio of the participant's balance to all participants' account balances.

Vesting: The value of each participant's account is fully vested and non-forfeitable at all times for participant contributions, rollover contributions and the interest and earnings on those dollars. Each participant's non-forfeitable interest in the employer contributions becomes fully vested over a maximum of five years.

Forfeitures: Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan or result from violation of the discrimination limit applicable to employer matching contributions. Forfeitures can be applied to reduce the employer's matching contribution or pay administrative expenses payable under the Plan. There were $51 and $10,030 of forfeitures applied to administrative expenses in 2012 and 2011, respectively.

Distributions: Distributions from the Plan are available upon any of the following situations: termination of employment at the Company, retirement, total disability, death, employee's reaching age 59-1/2 or qualified "financial hardship." All distributions from the Plan will be taxed as ordinary income for federal income tax purposes unless the participant elects to directly roll his or her distribution into an Individual Retirement Account (IRA), a qualified retirement plan or qualifies for special tax treatment. The Plan allows for mandatory distributions into individual retirement plan accounts designated by the Plan administrator for terminated participants' with account balances below $5,000 without consent of the participants.

Notes receivable from participants: The Plan allows participants to borrow a minimum of $1,000 and up to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the participant's vested balance and only one loan is permissible at a time. The loans bear interest at a reasonable interest rate based upon the prime rate as published in the Wall Street Journal. For loans made in 2012, the interest rate charged was the prime rate plus 1.5% at the time the loan was made and must be repaid to the Plan within a five-year period, unless the loan is used for the purchase of a principal residence, in which case, the maximum repayment period may be longer. Principal and interest is paid ratably through each payroll deduction. Loan interest rates on existing loans range from 4.75% to 9.25% as of December 31, 2012. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. There were no delinquent participant loans during the years ended December 31, 2012 and 2011.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment valuation and income recognition: Fair value for investments is based on quoted prices in active markets for identical assets or other significant observable inputs. (For more information on valuation inputs, please refer to Note G Fair Value Measurements). Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Subsequent events: The Plan has evaluated subsequent events through October 11, 2013, the date the financial statements were available to be issued.

NOTE C – INCOME TAX STATUS

The Plan obtained its latest determination letter on December 5, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the various taxing authorities and government agencies. The plan administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes that the Plan is no longer subject to income tax examinations for tax years prior to 2009.

NOTE D - RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by MG Trust Company, LLC. MG Trust Company, LLC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE E - PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time, subject to the provisions of ERISA. In the event of termination, the participants' accounts will be paid in accordance with the provisions of the Plan as soon as practicable.

NOTE F – INVESTMENTS

The following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Vanguard Total Stock Market Index Fund Signal	$ 769,010	$ 673,676
Allianz AGIC Income and Growth Fund	484,768	581,291
Vanguard Money Market Prime Fund	429,536	425,318
PIMCO Total Return III Institutional Fund	406,971	331,263
Vanguard 500 Index Fund – ADM	344,640	296,237
Fidelity Spartan Total Market Index	287,966	N/A

During 2012, the Plan’s investments (including investments bought, sold, and held during the year) appreciated in value as follows:

Mutual Funds:	
Fixed Income	$ 68,248
Balanced/Asset Allocation	53,948
Large U.S. Equity	232,861
Small/Mid U.S. Equity	115,903
International Equity	32,893
Real Estate	22,635
Health Care	42,609
Other	1,717
Value of interest in common trusts	14,520
	$ 585,334

NOTE G – FAIR VALUE MEASUREMENTS

ASC 820-10, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- 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.

If the asset or liability has specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The 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.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: These funds are valued based on quoted prices in active markets for identical assets as of December 31, 2012 and 2011.

Value of interest in common trust: The fair value of the common collective trust is based on the net asset value provided by the fund manager and is calculated as the value of the underlying assets owned by the fund, minus the liabilities, divided by the number of the units outstanding.

NOTE G – FAIR VALUE MEASUREMENTS (CONTINUED)

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 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.

	2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market	$ 429,536	$ -	$ -	$ 429,536
Fixed Income	899,509	-	-	899,509
Balanced/Asset Allocation	456,973	-	-	456,973
Large U.S. Equity	1,703,576	-	-	1,703,576
Small/Mid U.S. Equity	758,269	-	-	758,269
International Equity	209,128	-	-	209,128
Real Estate	204,488	-	-	204,488
Health Care	191,320	-	-	191,320
Other	91,403	-	-	91,403
Value of interest in common trusts	-	104,822	-	104,822
	$ 4,944,202	$ 104,822	$ -	$ 5,049,024

	2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market	$ 425,318	$ -	$ -	$ 425,318
Fixed Income	708,335	-	-	708,335
Balanced/Asset Allocation	432,293	-	-	432,293
Large U.S. Equity	1,397,782	-	-	1,397,782
Small/Mid U.S. Equity	993,551	-	-	993,551
International Equity	319,153	-	-	319,153
Real Estate	94,199	-	-	94,199
Health Care	102,301	-	-	102,301
Other	213,288	-	-	213,288
Value of interest in common trusts	-	108,758	-	108,758
	$ 4,686,220	$ 108,758	$ -	$ 4,794,978

NOTE H – INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS

The following information was included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian as of and for the years ended December 31, 2012 and 2011:

	2012	2011
Investment in mutual funds	$ 4,944,202	$ 4,686,220
Value of interest in common trusts	$ 104,822	$ 108,758
Notes receivable from participants	$ 153,475	$ 123,989
Net appreciation (depreciation) in fair value of investments	$ 585,334	$ (90,840)
Interest income	$ 155	$ 103
Interest income on notes receivable from participants	$ 7,664	$ 6,787
Administrative fees	$ 47,285	$ 44,892

NOTE I – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value 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.

SUPPLEMENTAL SCHEDULE

THE BRIX GROUP, INC. 401(K) PLAN

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR

DECEMBER 31, 2012

Federal employer indentification number - 94-2177912
Plan number - 001

(a)	(b) - Identity of issue, borrower, lessor, or similar party	(c) - Description of investment including maturity date interest, collateral, par or maturity value	(e) - Current value
	MG Trust Company, LLC	Vanguard Total Stock Market Index Fund Signal	$ 769,010
	MG Trust Company, LLC	Allianz AGIC Income and Growth Fund Institutional Class	484,768
	MG Trust Company, LLC	Vanguard Money Market Prime Fund	429,536
	MG Trust Company, LLC	Pimco Total Return III Institutional Fund	406,971
	MG Trust Company, LLC	Vanguard 500 Index Fund- ADM	344,640
	MG Trust Company, LLC	Fidelity Spartan Total Market Index	287,966
	MG Trust Company, LLC	Vanguard Short-Term Federal Fund Admiral Shares	207,797
	MG Trust Company, LLC	Cohen and Steers Institutional Realty Shares Inc.	204,488
	MG Trust Company, LLC	T. Rowe Price Health Sciences Fund	191,320
	MG Trust Company, LLC	Vanguard Target Retirement 2030 Fund	172,598
	MG Trust Company, LLC	MFS Conservative Allocation R4 Fund	158,373
	MG Trust Company, LLC	Vanguard Value Index Fund Signal Shares	155,989
	MG Trust Company, LLC	Vanguard Growth Index Fund Signal Shares	145,971
	MG Trust Company, LLC	RVS High Yield Bond Fund R5	128,170
	MG Trust Company, LLC	American Century Protect BD FD A CL	126,016
*	MG Trust Company, LLC	MG Trust Retire Focus Moderate Balanced Institutional Fund	104,822
	MG Trust Company, LLC	Vanguard Mid Cap Growth Index Fund	91,876
	MG Trust Company, LLC	Blackrock Moderate Prepared Portfolio CL I	73,359
	MG Trust Company, LLC	DFA Emerging Markets Value Portfolio	48,761
	MG Trust Company, LLC	Vanguard Selected Value Fund	40,803
	MG Trust Company, LLC	Vanguard International Growth Fund	39,221
	MG Trust Company, LLC	Franklin Gold and Precious Metals Fund Advisor CL Fund	37,971
	MG Trust Company, LLC	Vanguard Small Cap Index Fund	36,213
	MG Trust Company, LLC	Oppenheimer Developing Markets CL Y	33,753
	MG Trust Company, LLC	Vanguard International Value Fund	32,849
	MG Trust Company, LLC	Vanguard Target Retirement 2010 Fund	32,040

THE BRIX GROUP, INC. 401(K) PLAN

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR (CONTINUED)

DECEMBER 31, 2012

Federal employer indentification number - 94-2177912
Plan number - 001

(a)	(b) - Identity of issue, borrower, lessor, or similar party	(c) - Description of investment including maturity date interest, collateral, par or maturity value	(e) - Current value
	MG Trust Company, LLC	New Perspective Fund - Class R6 Fund	$ 31,992
	MG Trust Company, LLC	Vanguard SM Cap Value Index	30,667
	MG Trust Company, LLC	Pioneer Strategic Income Y Fund	30,555
	MG Trust Company, LLC	Europacific Growth Fund CL R-6 Fund	29,306
	MG Trust Company, LLC	Vanguard Index Trust Small Cap Growth Index Fund	28,946
	MG Trust Company, LLC	Henderson Global Technology Fund CL A	21,296
	MG Trust Company, LLC	Vanguard Energy Fund	21,097
	MG Trust Company, LLC	Franklin Templeton Global Bond Fund Advisor CL	17,130
	MG Trust Company, LLC	Vanguard Extended Markets Index Signal Fund	13,004
	MG Trust Company, LLC	Vanguard Target Retirement 2035 Fund	8,758
	MG Trust Company, LLC	Vanguard Target Retirement 2045 fund	8,505
	MG Trust Company, LLC	Calamos International Growth FD CL I	8,108
	MG Trust Company, LLC	Davis Financial Fund Y	5,954
	MG Trust Company, LLC	MFS Utilities Fund Class R4	4,870
	MG Trust Company, LLC	Vanguard Target Retirement 2040 fund	3,340
	MG Trust Company, LLC	Prudential Jennison Natural Resources Fund, Inc.	215
	Total investments at fair value		5,049,024
*	Notes Receivable from Participants	Interest from 4.75% - 9.25%	153,475
	Total		$ 5,202,499

* Denotes related party

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE BRIX GROUP, INC. 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1991

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

541 DIVISION ST

CAMPBELL CA 95008-6934

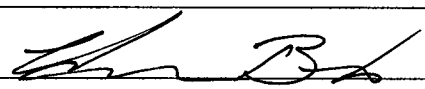
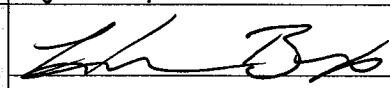
2b Employer Identification Number (EIN) 94-2177912

2c Sponsor's telephone number 408-874-4800

2d Business code (see instructions) 423600

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		10/11/13	HARRISON BRIX
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/11/13	HARRISON BRIX
	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)

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

Name of Plan: THE BRIX GROUP, INC. 401(K) PLAN

►

Employer Identification Number:► 94-2177912

For plan year (beginning/ending):► 31-Dec-12 Plan number:► 1

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	AMERICAN CENTURY INFLATION PROTECTI(	Value of Interest in Registered Investment Companies		$ 126,015.69
	ALLIANZ AGIC INCOME AND GROWTH FUND	Value of Interest in Registered Investment Companies		484,767.51
	MODERATE PREPARED PORT CL I	Value of Interest in Registered Investment Companies		73,359.19
	CALAMOS INTL GRTH FD CL I	Value of Interest in Registered Investment Companies		8,108.24
	COHEN & STEERS INSTITUTIONAL REALTY S	Value of Interest in Registered Investment Companies		204,487.46
	DFA EMERGING MKTS VALUE PTF	Value of Interest in Registered Investment Companies		48,761.06
	DAVIS FINANCIAL FUND Y	Value of Interest in Registered Investment Companies		5,953.88
	FRK GOLD AND PRECIOUS METALS FUND AD	Value of Interest in Registered Investment Companies		37,971.25
	SPARTAN TOTAL MARKET INDEX FUND INV	Value of Interest in Registered Investment Companies		287,966.01
	HENDERSON GLOBAL TECH CL A	Value of Interest in Registered Investment Companies		21,296.40
	MFS CONSERVATIVE ALLOCATION R4	Value of Interest in Registered Investment Companies		158,373.09
	MFS UTILITIES FD R4	Value of Interest in Registered Investment Companies		4,869.50
	OPPENHEIMER DEVELOPING MARKETS CLAS	Value of Interest in Registered Investment Companies		33,753.19
	PRUDENTIAL JENNISON NATURAL RESOURC	Value of Interest in Registered Investment Companies		215.11
	T. ROWE PRICE HEALTH SCIENCES FUND - IN	Value of Interest in Registered Investment Companies		191,318.84
	PIMCO TOTAL RETURN III FUND	Value of Interest in Registered Investment Companies		406,971.24
	AMERICAN EUROPACIFIC GROWTH FUND - C	Value of Interest in Registered Investment Companies		29,306.43
	NEW PERSPECTIVE FUND - CLASS R6	Value of Interest in Registered Investment Companies		31,992.48
	COLUMBIA HIGH YIELD BOND FUND	Value of Interest in Registered Investment Companies		128,169.85
	PIONEER STRATEGIC INCOME Y	Value of Interest in Registered Investment Companies		30,555.43
	PMC RETIREFOCUS FUNDS	Value of Interest in Registered Investment Companies		104,821.64
	FRANKLIN TEM GBL BOND FD ADVISOR CL	Value of Interest in Registered Investment Companies		17,130.06
	VANGUARD SELECTED VALUE	Value of Interest in Registered Investment Companies		40,803.18
	EXTENDED MARKET INDEX SIGNAL	Value of Interest in Registered Investment Companies		13,004.35
	VANGUARD TARGET RET 2040 FUND	Value of Interest in Registered Investment Companies		3,340.26
	VANGUARD ENERGY PORT	Value of Interest in Registered Investment Companies		21,097.12
	VANGUARD 500 INDEX SIGNAL	Value of Interest in Registered Investment Companies		344,640.76
	VANGUARD GR INDX FD SIGNAL SHS	Value of Interest in Registered Investment Companies		145,971.02
	VANGUARD INDEX TR SMALL CAP GROWTH	Value of Interest in Registered Investment Companies		28,945.92
	VANGUARD SM CAP VALUE INDEX	Value of Interest in Registered Investment Companies		30,667.28
	VANGUARD MID CAP GROWTH INDEX	Value of Interest in Registered Investment Companies		91,875.73
	VANGUARD MM-PRIME (30)	Value of Interest in Registered Investment Companies		429,536.02
	VANGUARD SHORT TERM FEDERAL FUND AI	Value of Interest in Registered Investment Companies		207,796.06
	VANGUARD SMALL CAP INDEX FUND - SIGN	Value of Interest in Registered Investment Companies		36,212.52
	VANGUARD TARGET RET 2010	Value of Interest in Registered Investment Companies		32,040.03
	VANGUARD TARGET RET 2030 FUND	Value of Interest in Registered Investment Companies		172,598.45
	VANGARD RETIREMENT 2045 FUND	Value of Interest in Registered Investment Companies		8,505.16
	VANGUARD INT VALUE	Value of Interest in Registered Investment Companies		32,848.75
	VANGUARD TOTL STK MK IDX SIGNAL SH	Value of Interest in Registered Investment Companies		769,010.37
	VANGUARD RETIREMENT 2035 FD	Value of Interest in Registered Investment Companies		8,757.69
	VANGUARD VALUE INDEX FUND - SIGNAL	Value of Interest in Registered Investment Companies		155,988.61
	VANGUARD INTERNATIONAL GROWTH	Value of Interest in Registered Investment Companies		39,220.78
	Prinicipal Cash	Value of Interest in Registered Investment Companies		153,475.49
				$ 5,202,499.10

THE BRIX GROUP, INC. 401(K) PLAN

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR

DECEMBER 31, 2012

Federal employer indentification number - 94-2177912
Plan number - 001

(a)	(b) - Identity of issue, borrower, lessor, or similar party	(c) - Description of investment including maturity date interest, collateral, par or maturity value	(e) - Current value
	MG Trust Company, LLC	Vanguard Total Stock Market Index Fund Signal	$ 769,010
	MG Trust Company, LLC	Allianz AGIC Income and Growth Fund Institutional Class	484,768
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	MG Trust Company, LLC	Pimco Total Return III Institutional Fund	406,971
	MG Trust Company, LLC	Vanguard 500 Index Fund- ADM	344,640
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	MG Trust Company, LLC	Vanguard Target Retirement 2030 Fund	172,598
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	MG Trust Company, LLC	Vanguard International Growth Fund	39,221
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	MG Trust Company, LLC	Vanguard International Value Fund	32,849
	MG Trust Company, LLC	Vanguard Target Retirement 2010 Fund	32,040

THE BRIX GROUP, INC. 401(K) PLAN

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR (CONTINUED)

DECEMBER 31, 2012

Federal employer indentification number - 94-2177912
Plan number - 001

(a)	(b) - Identity of issue, borrower, lessor, or similar party	(c) - Description of investment including maturity date interest, collateral, par or maturity value	(e) - Current value
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	MG Trust Company, LLC	Pioneer Strategic Income Y Fund	30,555
	MG Trust Company, LLC	Europacific Growth Fund CL R-6 Fund	29,306
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	MG Trust Company, LLC	Henderson Global Technology Fund CL A	21,296
	MG Trust Company, LLC	Vanguard Energy Fund	21,097
	MG Trust Company, LLC	Franklin Templeton Global Bond Fund Advisor CL	17,130
	MG Trust Company, LLC	Vanguard Extended Markets Index Signal Fund	13,004
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	MG Trust Company, LLC	Davis Financial Fund Y	5,954
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	MG Trust Company, LLC	Prudential Jennison Natural Resources Fund, Inc.	215
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	Total		$ 5,202,499

* Denotes related party