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
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1999

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

GARDEN RIDGE MANAGEMENT, INC.

19411 ATRIUM PLACE
SUITE 170
HOUSTON, TX 77084

19411 ATRIUM PLACE
SUITE 170
HOUSTON, TX 77084

2b Employer Identification Number (EIN)
76-0484961

2c Sponsor's telephone number
281-579-7901

2d Business code (see instructions)
453220

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.	10/15/2013	BARBARA BEAGLE
	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

GARDEN RIDGE MANAGEMENT, INC.

19411 ATRIUM PLACE
SUITE 170
HOUSTON, TX 77084

3b Administrator's EIN: 76-0484961

3c Administrator's telephone number: 281-579-7901

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**	490
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**	341
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	225
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	566
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	567
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	228
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:
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)	☐	**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
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GARDEN RIDGE MANAGEMENT, INC.

D Employer Identification Number (EIN)
76-0484961

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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 37 65 60	RECORDKEEPER	800	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AM CEN LG CO VAL INV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ARIEL FUND - US BANCORP FUND SERVIC 39-0281260	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
RAINIER SM/MID CAP - U.S. BANCORP F P.O. BOX 701 MILWAUKEE, WI 53201	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GARDEN RIDGE MANAGEMENT, INC.

D Employer Identification Number (EIN)
76-0484961

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)	209818	0
(2) Participant contributions	1b(2)	4346	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	586873	406639
(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)	36714	39012
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2040798	1369954
(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	2878549	1815605
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	218565	6939
k	Total liabilities (add all amounts in lines 1g through1j)	1k	218565	6939
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2659984	1808666

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)	19766	
	(B) Participants	2a(1)(B)	88756	
	(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)		108522
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	66	
	(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)	2218	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2284
	(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)	42680	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		42680
	(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)		
	(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)		

		(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)		236802
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		390288
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1233456	
(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)		1233456
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		3605
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4545	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4545
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1241606
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-851318
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)? [ ] Yes [X] No

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

(1) Name: MONTGOMERY COSCIA GREILICH **(2)** EIN: 75-2919818

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		2000000
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		X	

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. [X] **Yes** [ ] **No** **Amount:** 0

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
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GARDEN RIDGE MANAGEMENT, INC.

D Employer Identification Number (EIN)
76-0484961

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): 04-6568107

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):

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES
WITH INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2012 (LIQUIDATION BASIS) AND 2011

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

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Note: Supplemental schedules, other than those listed above, are omitted because of the absence of conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

MONTGOMERY COSCIA GREILICH LLP
Certified Public Accountants
972.748.0300 p
972.748.0700 f

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants of
Garden Ridge Associate Retirement Plan

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Garden Ridge Associate Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 (Liquidation Basis) and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 (Liquidation Basis), 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 4, which was certified by Fidelity Management Trust Company (the "Trustee" of the Plan), except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

DISCLAIMER OF OPINION

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

OTHER MATTER – REPORT ON SUPPLEMENTARY INFORMATION

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions (Liquidation Basis) for the year ended December 31, 2012, and Schedule H, line 4i – Schedule of Assets (Held at End of Year) (Liquidation Basis) as of December 31, 2012, 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 (DOL) 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 schedules referred to above.

OTHER MATTERS – PLAN TERMINATION

As further discussed in note 1 to the accompanying financial statements, the Company elected to terminate the Plan effective November 19, 2012. In accordance with accounting policies generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2011 financial statements to the liquidation basis used in presenting the 2012 financial statements.

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 schedules, 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.

Montgomery Coscia Greilich LLP

MONTGOMERY COSCIA GREILICH LLP
Plano, Texas
October 11, 2013

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 (Liquidation Basis) and 2011

	2012 (Liquidation Basis)	2011
ASSETS		
Investments, at fair value:		
Money market fund	$ 406,639	$ 586,873
Mutual funds of registered investment companies	1,369,954	2,040,798
Total investments	1,776,593	2,627,671
Notes receivable from participants	39,012	36,714
Receivables:		
Employee contributions	-	4,346
Employer contributions	-	209,818
Total receivables	-	214,164
Total assets	1,815,605	2,878,549
LIABILITIES		
Excess contributions payable	(6,939)	(218,565)
Total liabilities	(6,939)	(218,565)
Net assets available for benefits	$ 1,808,666	$ 2,659,984

The accompanying notes are an integral part of these financial statements.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012 (Liquidation Basis)

Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$	42,680
Interest on notes receivable from participants		2,284
Net appreciation in fair value of investments		236,802
Total investment income		281,766
Contributions:		
Participants		88,756
Employers		19,766
Total contributions		108,522
Total investment income and contributions		390,288
Deductions from net assets attributed to:		
Benefits paid		(1,237,061)
Administrative fees		(4,545)
Total deductions		(1,241,606)
Net decrease in net assets available for benefits		(851,318)
Net assets available for benefits		
Beginning of year		2,659,984
End of year	$	1,808,666

The accompanying notes are an integral part of these financial statements.

1 – DESCRIPTION OF PLAN

GENERAL

Garden Ridge Associate Retirement Plan (the "Plan") is a defined contribution plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established and adopted effective January 1, 1999 for the benefit of eligible employees of Garden Ridge Management, Inc. (the "Company"). Fidelity Management Trust Company, ("Fidelity"), in conjunction with Fidelity Workplace Services, LLC, serves as the trustee and record-keeper of the Plan, respectively. The following descriptions provide only general information. Participants should refer to the Plan document for more complete description of the Plan's provisions.

Effective November 19, 2012, the Company approved a resolution to terminate and liquidate the Plan as soon as administratively possible; accordingly, participants became 100% vested in their accounts on November 19, 2012. All assets of the Plan were distributed by May 2013.

ELIGIBILITY AND PARTICIPANT ACCOUNTS

All non-union and non-leased employees of the Company who have attained an age of eighteen and have completed one year of service are eligible to participate in the Plan. Subject to certain limitations on annual additions, each participant's account is credited with employee elective deferrals, Company matching contributions, and an allocation of Plan earnings and charged with certain administrative expenses. Participants may modify investment elections, transfer existing account balances, and obtain information regarding the investments on a daily basis.

CONTRIBUTIONS

The Plan is funded through employee elective deferrals and Company contributions. A participant may elect to contribute a portion of his or her pretax compensation from 1% to 60% and 1% to 100% of bonus compensation, subject to certain maximum limitations imposed by the Internal Revenue Code ("IRC") ($17,000 for the calendar year ended 2012). Employees who are eligible to make elective deferrals under the Plan and who have attained the age of fifty before the close of the plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC ($5,500 for 2012). Rollover contributions, representing distributions from other qualified defined benefit or contribution plans, are permitted by the Plan.

The Plan also allows for employer discretionary matching contributions in amounts to be determined by the Company. For the year ended December 31, 2012, employer discretionary matching contributions totaled $19,766.

INVESTMENT OPTIONS

The Plan provides for participants to direct both their contributions and employer contributions into a variety of investment options in accordance with participant investment elections and the provisions of the Trust agreement. Participants should refer to the Plan website for additional fund information.

1 – DESCRIPTION OF PLAN

DISTRIBUTIONS TO PARTICIPANTS

Upon normal retirement age, death, disability, or termination, a participant's benefits are payable in either installment payments or a lump-sum amount equal to 100% of the participant's vested account balance. Employees may also make hardship withdrawals on the balance of their account related to their elective deferral contributions. Account balances of $1,000 or less at the time of distribution will be "cashed out" as either an involuntary lump sum payment or by direct rollover into an individual retirement account or other eligible retirement plan.

VESTING

Participants are immediately vested in both their contributions and actual earnings thereon. Vesting in the Company's matching contributions plus actual earnings, thereon, is based on years of continuous service. Participants vest 20% per year beginning after two years of qualified service, and are 100% vested after six years of qualified service or upon occurrence of the participant's retirement, death, or disability, as defined by the Plan document.

FORFEITURES

Any non-vested employer contributions and earning thereon upon a participant's termination of employment will be forfeited and may be used by the Plan to pay administrative expenses and to offset future employer contributions. The amount of forfeitures as of December 31, 2012 and 2011 totaled $50,364 and $36,025, respectively. During 2012, no forfeitures were utilized to pay administrative expenses.

NOTES RECEIVABLE FROM PARTICIPANTS

Borrowings are available to all participants. Notes receivable from participants are limited to a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance, subject to certain restrictions as defined by the Internal Revenue Service ("IRS"). A onetime origination fee is charged at inception of the note receivable. The notes receivable from participants are secured by the vested balance in the participant's account and the rate of interest is determined by the Plan Administrator. Terms range from 1-5 years, unless for the purchase of a primary residence which may be up to 10 years. As of December 31, 2012, maturity dates on notes receivable range from June 2014 through July 2016, and notes bear interest at a rate of 6.00%. As of December 31, 2011, maturity dates on notes receivable range from March 2012 through July 2016, and notes bear interest at a rate of 6.00%. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections.

ADMINISTRATIVE EXPENSES

Distribution and loan fees are charged directly to the requesting participant's account. All other costs and expenses of the Plan and its administration, including all fees and expenses of the Trustee, are paid by the Company or through the use for forfeitures.

1 – DESCRIPTION OF PLAN

PLAN TERMINATION

The Company elected to liquidate the Plan effective November 19, 2012, subject to the provision of ERISA.

2 – SUMMARY OF ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the accrual method in accordance with United States generally accepted accounting principles ("U.S. GAAP"). As a result of the Plan's termination as described in Note 1, the Plan changed its basis of accounting from the ongoing plan basis to the liquidation basis for the periods after November 19, 2012. The liquidation basis of accounting presents assets at amounts expected to be realized in liquidation and liabilities at amounts expected to be paid. At December 31, 2012 and 2011, there was no material difference between amounts presented on the liquidation basis and those that would have been presented on the ongoing plan basis.

ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balances, plus any accrued unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document or loan policy of the Plan.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as, held during the year.

3 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 for Fair Value Measurements and Disclosures provides the framework for measuring and reporting the fair value of investments. 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Significant observable inputs other than quoted prices in active markets for which 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 a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's 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.

In establishing a fair value hierarchy for the Plan's investments in accordance with ASC 820, the following methodologies were used for each type of investment:

Money market fund: Valued at cost of $1 per unit, which represents the net asset value ("NAV") at year end.

Mutual funds of registered investment companies: Valued at the NAV or quoted market prices of shares held by the Plan at year end.

3 – FAIR VALUE MEASUREMENTS

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

	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 406,639	$ -	$ -	$ 406,639
Mutual Funds:				
Blend Funds	389,574	-	-	389,574
Bond Fund	220,244	-	-	220,244
Growth Funds	292,064	-	-	292,064
Other Funds	974	-	-	974
Target Date Funds	276,523	-	-	276,523
Value Funds	190,575	-	-	190,575
Total Mutual Funds	1,369,954	-	-	1,369,954
Total assets at fair value	$ 1,776,593	$ -	$ -	$ 1,776,593

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

	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 586,873	$ -	$ -	$ 586,873
Mutual Funds:				
Blend Funds	607,252	-	-	607,252
Bond Fund	453,866	-	-	453,866
Growth Funds	403,504	-	-	403,504
Other Funds	17,799	-	-	17,799
Target Date Funds	325,367	-	-	325,367
Value Funds	233,010	-	-	233,010
Total Mutual Funds	2,040,798	-	-	2,040,798
Total assets at fair value	$ 2,627,671	$ -	$ -	$ 2,627,671

3 – FAIR VALUE MEASUREMENTS

In May 2011, the FASB issued ASU No. 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS" ("ASU 2011-04"). ASU 2011-04 includes common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards ("IFRS"). ASU 2011-04 will require reporting entities to disclose quantitative information about the unobservable inputs used in the fair value measurements categorized within Level 3 of the fair value hierarchy. In addition, ASU 2011-04 will require reporting entities to make disclosures about amounts and reasons for all transfers in and out of Level 1 and Level 2 fair value measurements. The new and revised disclosures are effective for interim and annual reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on the financial statements.

4 – FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)

The Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Company instructed the independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by Fidelity Management Trust Company, the Trustee and a party-in-interest as defined by ERISA, as of December 31, 2012 and 2011, and for the year ended December 31, 2012, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules. This information consists of the following:

	2012	2011
Investments at fair value:		
Money market fund	$ 406,639	$ 586,873
Mutual funds of registered investment companies	1,369,954	2,040,798
Total investments	$ 1,776,593	$ 2,627,671
Notes receivable from participants	$ 39,012	$ 36,714
Interest and dividends	$ 42,680	
Interest on notes receivables from participants	$ 2,284	
Net appreciation in fair value of investments	$ 236,802	

5 – INVESTMENTS

The following investment values represented 5% or more of net assets at December 31, 2012:

Fidelity Retire Money Market	$	406,639
PIMCO Total Return Adm		220,244
Fidelity Contra Fund		194,041
Fidelity International Discovery		187,261
Fidelity Spartan 500 Index Inv		159,107
Ariel Focus Fund		113,363
Fidelity Freedom 2020		102,705

The following investment values represented 5% or more of net assets at December 31, 2011:

Fidelity Retire Money Market	$	586,873
PIMCO Total Return Adm		453,866
Fidelity Spartan 500 Index Inv		311,203
Fidelity Contra Fund		293,880
Fidelity International Discovery		214,759
Fidelity Freedom 2020		151,001

6 – TAX STATUS OF THE PLAN

The Plan is based on a prototype plan developed by Fidelity. Fidelity received a favorable opinion letter dated March 31, 2008 from the IRS stating that the Fidelity volume submitter plan constitutes a qualified plan under Section 401 of IRC. The Company believes the Plan, as adopted and amended, is operating within the guidelines of the IRC and continues to be tax exempt. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. 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 it is no longer subject to income tax examination for years prior to 2009.

7 – PARTY-IN-INTEREST TRANSACTIONS

Plan investments include shares of money market fund and mutual funds of registered investment companies managed by Fidelity. Fidelity is the Recordkeeper and Trustee as defined by the Plan and therefore, these investments qualify as party-in-interest investments. Fees paid by the Plan for various administrative expenses, including investment management services, amounted to $4,545 for the year ended December 31, 2012.

8 – DELINQUENT CONTRIBUTIONS

During 2010, 2009, and 2008 employee withholdings in the amounts of $10,664, $61,674, and $52,474, respectively, were late in being transferred to the Plan. The delays were unintentional, and the Company deposited funds representing lost earnings to the Plan in February 2012 in line with the requirements of the DOL's Voluntary Fiduciary Correction Program.

9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in a money market fund and mutual funds of registered investment companies. 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 values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

10 – EXCESS PARTICIPANT CONTRIBUTIONS PAYABLE

The Plan initially failed the discrimination test for the years ended December 31, 2012 - 2008. As a result, excess contributions payable amounting to $6,939 and $218,565 are recorded as liabilities in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, respectively. In accordance with "Employee Plans Compliance Resolution System" and because of the timing of the excess contribution refunds in 2012, the Company is required to contribute the same dollar amount as a one-for-one employer contribution to the Plan for excess contributions from 2008 to 2010. The required employer contributions are allocated on a pro-rata basis, based on compensation, to all eligible non-highly compensated employees. The Company contributed $205,104 of qualified non-elective contribution on April 27, 2012.

11 – RECONCILIATION TO THE 2012 FORM 5500, SCHEDULE H

There are no reconciling items between the net assets reported in the audited financial statements and the Schedule H of the Form 5500 for the year ended December 31, 2012.

12 – SUBSEQUENT EVENTS

The Company has evaluated events and transactions occurring after December 31, 2012, the Statement of Net Assets Available for Benefits date, through October 11, 2013, the date of the financial statements were issued, and determined no such events or transactions, besides the liquidation of the Plan discussed in Note 1, which would impact the financial statements for the year ended December 31, 2012.

SUPPLEMENTAL SCHEDULES

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions (Liquidation Basis)

Employer ID Number: 76-0484961, Plan Number 002

For the Year Ended December 31, 2012

Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Total That Constitutes Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted		Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
$ 18,485	9/12/2008	9/26/2008	X	$ -	$ 18,485	$ -	$ -
17,277	11/7/2008	12/12/2008	X	-	17,277	-	-
16,712	11/21/2008	12/12/2008	X	-	16,712	-	-
19,664	1/2/2009	1/27/2009	X	-	19,664	-	-
20,039	1/16/2009	1/30/2009	X	-	20,039	-	-
10,822	7/31/2009	8/11/2009	X	-	10,822	-	-
11,149	8/28/2009	9/10/2009	X	-	11,149	-	-
10,664	7/2/2010	8/11/2010	X	-	10,664	-	-
$ 124,812				$ -	$ 124,812	$ -	$ -

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Liquidation Basis)

Employer ID Number: 76-0484961, Plan Number 002

December 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(e) Current Value
	Money market fund		
*	Fidelity Investments	Fidelity Retire Money Market	$ 406,639
	Mutual funds of registered investment companies:		
	American Century	American Century Large Company Value Inv	46,584
	Ariel Focus	Ariel Focus Fund	113,363
*	Fidelity Investments	Fidelity Capital Appreciation	46,617
*	Fidelity Investments	Fidelity Contra Fund	194,041
*	Fidelity Investments	Fidelity Freedom 2000	12
*	Fidelity Investments	Fidelity Freedom 2005	1,805
*	Fidelity Investments	Fidelity Freedom 2010	2,048
*	Fidelity Investments	Fidelity Freedom 2020	102,705
*	Fidelity Investments	Fidelity Freedom 2025	21,547
*	Fidelity Investments	Fidelity Freedom 2030	46,374
*	Fidelity Investments	Fidelity Freedom 2035	44,704
*	Fidelity Investments	Fidelity Freedom 2040	24,019
*	Fidelity Investments	Fidelity Freedom 2045	7,588
*	Fidelity Investments	Fidelity Freedom 2050	25,721
*	Fidelity Investments	Fidelity Freedom Income	974
*	Fidelity Investments	Fidelity International Discovery	187,261
*	Fidelity Investment	Fidelity Spartan 500 Index Inv	159,107
*	Fidelity Investments	Fidelity Stock Selector Small Cap	43,206
*	Fidelity Investments	Fidelity Value	30,628
	PIMCO	PIMCO Total Return Adm	220,244
	Rainier	Rainier Small Mid Cap	51,406
	Total mutual funds of registered investment companies		1,369,954
	Notes receivable from participants:		
*	Plan participants	Notes receivable from participants with interest rates at 6.00% and maturity dates of June 2014 through July 2016.	39,012
	Total		$ 1,815,605

* Indicates party in interest to the plan.

** Column (d) cost information omitted for participant-directed investments.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES
WITH INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2012 (LIQUIDATION BASIS) AND 2011

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

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Note: Supplemental schedules, other than those listed above, are omitted because of the absence of conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

MONTGOMERY COSCIA GREILICH LLP
Certified Public Accountants
972.748.0300 p
972.748.0700 f

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants of
Garden Ridge Associate Retirement Plan

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of Garden Ridge Associate Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 (Liquidation Basis) and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 (Liquidation Basis), 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 4, which was certified by Fidelity Management Trust Company (the "Trustee" of the Plan), except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

DISCLAIMER OF OPINION

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

OTHER MATTER – REPORT ON SUPPLEMENTARY INFORMATION

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions (Liquidation Basis) for the year ended December 31, 2012, and Schedule H, line 4i – Schedule of Assets (Held at End of Year) (Liquidation Basis) as of December 31, 2012, 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 (DOL) 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 schedules referred to above.

OTHER MATTERS – PLAN TERMINATION

As further discussed in note 1 to the accompanying financial statements, the Company elected to terminate the Plan effective November 19, 2012. In accordance with accounting policies generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2011 financial statements to the liquidation basis used in presenting the 2012 financial statements.

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 schedules, 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.

Montgomery Coscia Greilich LLP

MONTGOMERY COSCIA GREILICH LLP
Plano, Texas
October 11, 2013

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 (Liquidation Basis) and 2011

	2012 (Liquidation Basis)	2011
ASSETS		
Investments, at fair value:		
Money market fund	$ 406,639	$ 586,873
Mutual funds of registered investment companies	1,369,954	2,040,798
Total investments	1,776,593	2,627,671
Notes receivable from participants	39,012	36,714
Receivables:		
Employee contributions	-	4,346
Employer contributions	-	209,818
Total receivables	-	214,164
Total assets	1,815,605	2,878,549
LIABILITIES		
Excess contributions payable	(6,939)	(218,565)
Total liabilities	(6,939)	(218,565)
Net assets available for benefits	$ 1,808,666	$ 2,659,984

The accompanying notes are an integral part of these financial statements.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012 (Liquidation Basis)

Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$	42,680
Interest on notes receivable from participants		2,284
Net appreciation in fair value of investments		236,802
Total investment income		281,766
Contributions:		
Participants		88,756
Employers		19,766
Total contributions		108,522
Total investment income and contributions		390,288
Deductions from net assets attributed to:		
Benefits paid		(1,237,061)
Administrative fees		(4,545)
Total deductions		(1,241,606)
Net decrease in net assets available for benefits		(851,318)
Net assets available for benefits		
Beginning of year		2,659,984
End of year	$	1,808,666

The accompanying notes are an integral part of these financial statements.

1 – DESCRIPTION OF PLAN

GENERAL

Garden Ridge Associate Retirement Plan (the "Plan") is a defined contribution plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established and adopted effective January 1, 1999 for the benefit of eligible employees of Garden Ridge Management, Inc. (the "Company"). Fidelity Management Trust Company, ("Fidelity"), in conjunction with Fidelity Workplace Services, LLC, serves as the trustee and record-keeper of the Plan, respectively. The following descriptions provide only general information. Participants should refer to the Plan document for more complete description of the Plan's provisions.

Effective November 19, 2012, the Company approved a resolution to terminate and liquidate the Plan as soon as administratively possible; accordingly, participants became 100% vested in their accounts on November 19, 2012. All assets of the Plan were distributed by May 2013.

ELIGIBILITY AND PARTICIPANT ACCOUNTS

All non-union and non-leased employees of the Company who have attained an age of eighteen and have completed one year of service are eligible to participate in the Plan. Subject to certain limitations on annual additions, each participant's account is credited with employee elective deferrals, Company matching contributions, and an allocation of Plan earnings and charged with certain administrative expenses. Participants may modify investment elections, transfer existing account balances, and obtain information regarding the investments on a daily basis.

CONTRIBUTIONS

The Plan is funded through employee elective deferrals and Company contributions. A participant may elect to contribute a portion of his or her pretax compensation from 1% to 60% and 1% to 100% of bonus compensation, subject to certain maximum limitations imposed by the Internal Revenue Code ("IRC") ($17,000 for the calendar year ended 2012). Employees who are eligible to make elective deferrals under the Plan and who have attained the age of fifty before the close of the plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC ($5,500 for 2012). Rollover contributions, representing distributions from other qualified defined benefit or contribution plans, are permitted by the Plan.

The Plan also allows for employer discretionary matching contributions in amounts to be determined by the Company. For the year ended December 31, 2012, employer discretionary matching contributions totaled $19,766.

INVESTMENT OPTIONS

The Plan provides for participants to direct both their contributions and employer contributions into a variety of investment options in accordance with participant investment elections and the provisions of the Trust agreement. Participants should refer to the Plan website for additional fund information.

1 – DESCRIPTION OF PLAN

DISTRIBUTIONS TO PARTICIPANTS

Upon normal retirement age, death, disability, or termination, a participant's benefits are payable in either installment payments or a lump-sum amount equal to 100% of the participant's vested account balance. Employees may also make hardship withdrawals on the balance of their account related to their elective deferral contributions. Account balances of $1,000 or less at the time of distribution will be "cashed out" as either an involuntary lump sum payment or by direct rollover into an individual retirement account or other eligible retirement plan.

VESTING

Participants are immediately vested in both their contributions and actual earnings thereon. Vesting in the Company's matching contributions plus actual earnings, thereon, is based on years of continuous service. Participants vest 20% per year beginning after two years of qualified service, and are 100% vested after six years of qualified service or upon occurrence of the participant's retirement, death, or disability, as defined by the Plan document.

FORFEITURES

Any non-vested employer contributions and earning thereon upon a participant's termination of employment will be forfeited and may be used by the Plan to pay administrative expenses and to offset future employer contributions. The amount of forfeitures as of December 31, 2012 and 2011 totaled $50,364 and $36,025, respectively. During 2012, no forfeitures were utilized to pay administrative expenses.

NOTES RECEIVABLE FROM PARTICIPANTS

Borrowings are available to all participants. Notes receivable from participants are limited to a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance, subject to certain restrictions as defined by the Internal Revenue Service ("IRS"). A onetime origination fee is charged at inception of the note receivable. The notes receivable from participants are secured by the vested balance in the participant's account and the rate of interest is determined by the Plan Administrator. Terms range from 1-5 years, unless for the purchase of a primary residence which may be up to 10 years. As of December 31, 2012, maturity dates on notes receivable range from June 2014 through July 2016, and notes bear interest at a rate of 6.00%. As of December 31, 2011, maturity dates on notes receivable range from March 2012 through July 2016, and notes bear interest at a rate of 6.00%. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections.

ADMINISTRATIVE EXPENSES

Distribution and loan fees are charged directly to the requesting participant's account. All other costs and expenses of the Plan and its administration, including all fees and expenses of the Trustee, are paid by the Company or through the use for forfeitures.

1 – DESCRIPTION OF PLAN

PLAN TERMINATION

The Company elected to liquidate the Plan effective November 19, 2012, subject to the provision of ERISA.

2 – SUMMARY OF ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the accrual method in accordance with United States generally accepted accounting principles ("U.S. GAAP"). As a result of the Plan's termination as described in Note 1, the Plan changed its basis of accounting from the ongoing plan basis to the liquidation basis for the periods after November 19, 2012. The liquidation basis of accounting presents assets at amounts expected to be realized in liquidation and liabilities at amounts expected to be paid. At December 31, 2012 and 2011, there was no material difference between amounts presented on the liquidation basis and those that would have been presented on the ongoing plan basis.

ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balances, plus any accrued unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document or loan policy of the Plan.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as, held during the year.

3 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 for Fair Value Measurements and Disclosures provides the framework for measuring and reporting the fair value of investments. 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Significant observable inputs other than quoted prices in active markets for which 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 a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's 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.

In establishing a fair value hierarchy for the Plan's investments in accordance with ASC 820, the following methodologies were used for each type of investment:

Money market fund: Valued at cost of $1 per unit, which represents the net asset value ("NAV") at year end.

Mutual funds of registered investment companies: Valued at the NAV or quoted market prices of shares held by the Plan at year end.

3 – FAIR VALUE MEASUREMENTS

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

	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 406,639	$ -	$ -	$ 406,639
Mutual Funds:				
Blend Funds	389,574	-	-	389,574
Bond Fund	220,244	-	-	220,244
Growth Funds	292,064	-	-	292,064
Other Funds	974	-	-	974
Target Date Funds	276,523	-	-	276,523
Value Funds	190,575	-	-	190,575
Total Mutual Funds	1,369,954	-	-	1,369,954
Total assets at fair value	$ 1,776,593	$ -	$ -	$ 1,776,593

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

	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 586,873	$ -	$ -	$ 586,873
Mutual Funds:				
Blend Funds	607,252	-	-	607,252
Bond Fund	453,866	-	-	453,866
Growth Funds	403,504	-	-	403,504
Other Funds	17,799	-	-	17,799
Target Date Funds	325,367	-	-	325,367
Value Funds	233,010	-	-	233,010
Total Mutual Funds	2,040,798	-	-	2,040,798
Total assets at fair value	$ 2,627,671	$ -	$ -	$ 2,627,671

3 – FAIR VALUE MEASUREMENTS

In May 2011, the FASB issued ASU No. 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS" ("ASU 2011-04"). ASU 2011-04 includes common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards ("IFRS"). ASU 2011-04 will require reporting entities to disclose quantitative information about the unobservable inputs used in the fair value measurements categorized within Level 3 of the fair value hierarchy. In addition, ASU 2011-04 will require reporting entities to make disclosures about amounts and reasons for all transfers in and out of Level 1 and Level 2 fair value measurements. The new and revised disclosures are effective for interim and annual reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on the financial statements.

4 – FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)

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6 – TAX STATUS OF THE PLAN

The Plan is based on a prototype plan developed by Fidelity. Fidelity received a favorable opinion letter dated March 31, 2008 from the IRS stating that the Fidelity volume submitter plan constitutes a qualified plan under Section 401 of IRC. The Company believes the Plan, as adopted and amended, is operating within the guidelines of the IRC and continues to be tax exempt. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. 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 it is no longer subject to income tax examination for years prior to 2009.

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Plan investments include shares of money market fund and mutual funds of registered investment companies managed by Fidelity. Fidelity is the Recordkeeper and Trustee as defined by the Plan and therefore, these investments qualify as party-in-interest investments. Fees paid by the Plan for various administrative expenses, including investment management services, amounted to $4,545 for the year ended December 31, 2012.

8 – DELINQUENT CONTRIBUTIONS

During 2010, 2009, and 2008 employee withholdings in the amounts of $10,664, $61,674, and $52,474, respectively, were late in being transferred to the Plan. The delays were unintentional, and the Company deposited funds representing lost earnings to the Plan in February 2012 in line with the requirements of the DOL's Voluntary Fiduciary Correction Program.

9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in a money market fund and mutual funds of registered investment companies. 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 values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

10 – EXCESS PARTICIPANT CONTRIBUTIONS PAYABLE

The Plan initially failed the discrimination test for the years ended December 31, 2012 - 2008. As a result, excess contributions payable amounting to $6,939 and $218,565 are recorded as liabilities in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, respectively. In accordance with "Employee Plans Compliance Resolution System" and because of the timing of the excess contribution refunds in 2012, the Company is required to contribute the same dollar amount as a one-for-one employer contribution to the Plan for excess contributions from 2008 to 2010. The required employer contributions are allocated on a pro-rata basis, based on compensation, to all eligible non-highly compensated employees. The Company contributed $205,104 of qualified non-elective contribution on April 27, 2012.

11 – RECONCILIATION TO THE 2012 FORM 5500, SCHEDULE H

There are no reconciling items between the net assets reported in the audited financial statements and the Schedule H of the Form 5500 for the year ended December 31, 2012.

12 – SUBSEQUENT EVENTS

The Company has evaluated events and transactions occurring after December 31, 2012, the Statement of Net Assets Available for Benefits date, through October 11, 2013, the date of the financial statements were issued, and determined no such events or transactions, besides the liquidation of the Plan discussed in Note 1, which would impact the financial statements for the year ended December 31, 2012.

SUPPLEMENTAL SCHEDULES

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions (Liquidation Basis)

Employer ID Number: 76-0484961, Plan Number 002

For the Year Ended December 31, 2012

Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Total That Constitutes Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted		Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
$ 18,485	9/12/2008	9/26/2008	X	$ -	$ 18,485	$ -	$ -
17,277	11/7/2008	12/12/2008	X	-	17,277	-	-
16,712	11/21/2008	12/12/2008	X	-	16,712	-	-
19,664	1/2/2009	1/27/2009	X	-	19,664	-	-
20,039	1/16/2009	1/30/2009	X	-	20,039	-	-
10,822	7/31/2009	8/11/2009	X	-	10,822	-	-
11,149	8/28/2009	9/10/2009	X	-	11,149	-	-
10,664	7/2/2010	8/11/2010	X	-	10,664	-	-
$ 124,812				$ -	$ 124,812	$ -	$ -

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Liquidation Basis)

Employer ID Number: 76-0484961, Plan Number 002

December 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(e) Current Value
	Money market fund		
*	Fidelity Investments	Fidelity Retire Money Market	$ 406,639
	Mutual funds of registered investment companies:		
	American Century	American Century Large Company Value Inv	46,584
	Ariel Focus	Ariel Focus Fund	113,363
*	Fidelity Investments	Fidelity Capital Appreciation	46,617
*	Fidelity Investments	Fidelity Contra Fund	194,041
*	Fidelity Investments	Fidelity Freedom 2000	12
*	Fidelity Investments	Fidelity Freedom 2005	1,805
*	Fidelity Investments	Fidelity Freedom 2010	2,048
*	Fidelity Investments	Fidelity Freedom 2020	102,705
*	Fidelity Investments	Fidelity Freedom 2025	21,547
*	Fidelity Investments	Fidelity Freedom 2030	46,374
*	Fidelity Investments	Fidelity Freedom 2035	44,704
*	Fidelity Investments	Fidelity Freedom 2040	24,019
*	Fidelity Investments	Fidelity Freedom 2045	7,588
*	Fidelity Investments	Fidelity Freedom 2050	25,721
*	Fidelity Investments	Fidelity Freedom Income	974
*	Fidelity Investments	Fidelity International Discovery	187,261
*	Fidelity Investment	Fidelity Spartan 500 Index Inv	159,107
*	Fidelity Investments	Fidelity Stock Selector Small Cap	43,206
*	Fidelity Investments	Fidelity Value	30,628
	PIMCO	PIMCO Total Return Adm	220,244
	Rainier	Rainier Small Mid Cap	51,406
	Total mutual funds of registered investment companies		1,369,954
	Notes receivable from participants:		
*	Plan participants	Notes receivable from participants with interest rates at 6.00% and maturity dates of June 2014 through July 2016.	39,012
	Total		$ 1,815,605

* Indicates party in interest to the plan.

** Column (d) cost information omitted for participant-directed investments.