

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>REC SOLAR, INC 401(K) PROFIT SHARING PLAN & TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2003</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2003</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2003</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>REC SOLAR, INC</u> <u>775 FIERO LANE, SUITE 200</u> <u>SAN LUIS OBISPO, CA 93401</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>77-0471407</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>805-540-7643</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>77-0471407</u>	2c Sponsor's telephone number <u>805-540-7643</u>	2d Business code (see instructions) <u>335900</u>	
2b Employer Identification Number (EIN) <u>77-0471407</u>					
2c Sponsor's telephone number <u>805-540-7643</u>					
2d Business code (see instructions) <u>335900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/16/2013 Date	PHIL TISUE 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 TAG RESOURCES, LLC 6322 DEANE HILL DR., SUITE 201 KNOXVILLE, TN 37919		3b Administrator's EIN 62-1874769
		3c Administrator's telephone number 865-670-1844
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		5 502
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	1068
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	150
d Subtotal. Add lines 6a , 6b , and 6c	6d	1218
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1218
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	485
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2J 2K 2F 2G 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan REC SOLAR, INC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 REC SOLAR, INC	D Employer Identification Number (EIN) 77-0471407	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

16-1486352

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

22-3973915

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

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

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

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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 REC SOLAR, INC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 REC SOLAR, INC		
D Employer Identification Number (EIN) 77-0471407		

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	513727	645012
(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)	65635	74674
(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)	3251035	4418445
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3830397	5138131

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3830397	5138131
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	693470	
(B) Participants	2a(1)(B)	1020719	
(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)		1714189

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	39120	
(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)	12291	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		51411

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		480497
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2246097

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	938363	
(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)		938363
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		938363

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1307734
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: COULTER & JUSTUS

(2) EIN: 62-1532536

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		250000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>REC SOLAR, INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>REC SOLAR, INC</u>	D Employer Identification Number (EIN) <u>77-0471407</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>16-1470238</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

REC Solar 401(k) Profit Sharing Plan & Trust

Statements of Net Assets Available for Benefits

	December 31	
	2012	2011
	(Unaudited)	
Assets		
Money market	\$ 645,012	\$ 513,727
Mutual funds	4,418,445	3,251,035
Total investments of party-in-interest, at fair value	5,063,457	3,764,762
Receivables:		
Plan sponsor cash contributions	-	-
Participant cash contributions	-	-
Participant notes receivable	74,674	65,635
Total receivables	74,674	65,635
Net assets available for benefits	<u>\$ 5,138,131</u>	<u>\$ 3,830,397</u>

See accompanying Notes to Financial Statements.

5,237,510.46 transfer amount

(174,053.46)

116,735.94 loan balance transferred

(42,061.94)

REC Solar 401(k) Profit Sharing Plan & Trust

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions

Interest on participant notes receivable	\$ 12,291
Interest and dividend income from mutual funds	39,120
Cash contributions:	
Participants	1,020,719
Plan sponsor	<u>693,470</u>
Total cash contributions	1,714,189
Total additions	1,765,600

Deductions

Benefit payments	938,363
Administrative fees	<u>-</u>
Total deductions	<u>938,363</u>

Net additions	827,237
---------------	---------

Net realized and unrealized appreciation in fair value of investments	<u>480,497</u>
---	----------------

Net increases	1,307,734
---------------	-----------

Net assets available for benefits at beginning of year	<u>3,830,397</u>
--	------------------

Net assets available for benefits at end of year	<u><u>\$ 5,138,131</u></u>
--	----------------------------

See accompanying Notes to Financial Statements.

plugged to reconcile

\$ -

REC Solar Inc 401(k) Profit Sharing Plan & Trust

Notes to Financial Statements

December 31, 2012

1. Description of the Plan

General

The REC Solar Inc 401(k) Profit Sharing Plan & Trust (the “Plan”) is a defined contribution plan available to all employees of REC Solar, Inc. (the “Plan Sponsor”). Participation in the Plan is strictly voluntary and employees can elect to participate after attainment of age 18 and completing three months of eligible service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan Sponsor is responsible for the administration of the Plan and has entrusted the maintenance of records and the day-to-day administration to Paychex who processes transactions through Mid Atlantic Trust Company (the “Trustee”).

Contributions

Participating employees may defer 401(k) contributions up to 100% of their compensation, subject to the Internal Revenue Service (“IRS”) limitation. In addition, participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans. There were no participant rollovers to the Plan in 2012.

The Plan Sponsor makes safe harbor matching contributions to the Plan of 100% of employee deferrals up to 4% of compensation. Participants are eligible to receive these contributions if they have completed 1,000 hours of service during the year.

Participant contributions to the Plan are made through periodic payroll deductions. The participant contributions and Plan Sponsor matching contributions are remitted Mid Atlantic Trust Company after each payroll. Receivables from the Plan Sponsor for contributions are unsecured.

Participant Accounts

Participants may allocate their employee and Plan Sponsor contributions among various investment options as listed in the schedule of assets (held at end of the year). Participants have the opportunity to change the investment options previously elected at any time.

1. Description of the Plan (continued)

Participant Accounts (continued)

Each participant’s account is credited with the participant’s contributions, the Plan Sponsor’s matching contributions, and Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account.

REC Solar Inc 401(k) Profit Sharing Plan & Trust

Notes to Financial Statements (continued)

Investments

The Plan's investments are invested in funds offered by Mid Atlantic Trust Company . The maximum loss, if any, that would be incurred by the Plan if the counterparties to the Plan's investments failed to perform is the recorded amount of such investments.

The Plan's investments in Mutual Funds are stated at fair value based on the last reported sales price for the year. In accordance with the policy of stating investments at fair value, net appreciation or depreciation in the fair value of investments is reflected in the Statement of Changes in Net Assets Available for Benefits. This includes all investments bought or sold as well as held during the year.

Participant Notes Receivable

Participants may borrow part of the value of their before-tax contributions from the Plan. The amount must be at least \$1,000 and not more than half of the vested value of their account, limited to \$50,000. The note is secured by the participant's remaining vested account balance. The notes are required to bear interest and to be repaid over periods not exceeding five years, except for those utilized for the acquisition or improvement of a qualified principal residence, which may be repaid over a reasonable period of time.

Participant notes receivable are measured at unpaid principal balance plus any accrued but unpaid interest.

Upon default of participant notes receivable, the entire outstanding principal and interest shall be immediately due and payable. If a distributable event, as defined by the Internal Revenue Code ("IRC"), has occurred, the note receivable will be foreclosed on and be offset against the participant's account balance. If a participant's note receivable is in default, the participant shall be treated as having a taxable deemed distribution whether or not a distribution event has occurred.

If the participant's vested benefit in the Plan does not exceed \$1,000 at the time of termination of employment, then the participant's benefit must be distributed in a single lump-sum payment as soon as administratively feasible. If the participant's vested benefit in the Plan exceeds \$1,000 at the time of termination of employment, the participant may elect to either maintain their account in the Plan, receive a lump-sum distribution or rollover their account balance into another individual retirement account. Participants may also withdraw their vested account balances at any time on or after the age of 59½, or upon retirement, death, or disability.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings on these contributions.

Forfeitures

REC Solar Inc 401(k) Profit Sharing Plan & Trust

Notes to Financial Statements (continued)

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. The Plan has a forfeiture balance of \$449 as of December 31, 2012, available to reduce future Plan Sponsor contributions and Plan expenses.

Plan Termination

The Plan Sponsor expects to continue the Plan indefinitely but reserves the right, subject to the provisions of ERISA, to terminate the Plan in whole or in part at any time upon giving written notice to all parties concerned. In the event of Plan termination, participants will become 100% vested in their accounts.

Summary Plan Description

The foregoing description of the Plan provides only general information. Additional information related to the Plan is included in the REC Solar Inc 401(k) Profit Sharing Plan & Trust Summary Plan Description. Copies of this publication are available from the Plan Sponsor.

2. Significant Accounting Policies

Basis of Accounting

The accounting records of the Plan are maintained on the accrual basis as are annual returns filed under applicable provisions of ERISA and the IRC.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Certain administrative expenses are paid by the Plan and allocated to participant accounts. Remaining fees for legal, accounting and other administration are paid by the Plan Sponsor.

Subsequent Events

In preparation of the accompanying financial statements, subsequent events that have occurred since the statement of net assets available for benefits date have been evaluated through

REC Solar Inc 401(k) Profit Sharing Plan & Trust

Notes to Financial Statements (continued)

 , 2013, the date the financial statements were available for issuance.

3. Income Tax Status

The IRS has ruled the prototype plan from which the Plan was prepared qualifies under provisions of the IRC and is, therefore, not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Plan administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualification status and believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine 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 examinations prior to 2009.

4. Certified Information (Unaudited)

Transamerica, agent for the Trustee, and State Street, Trustee, holds the Plan's investment assets and executes transactions therein. Financial information relating to those assets is included in the accompanying financial statements based on information provided by Transamerica and State Street. That information, which has not been audited by independent auditors, is as follows:

	Net Appreciation/ (Depreciation) in Fair Value During Year	Fair Value at End of Year
December 31, 2012:		
Mutual Funds	195,876	-
Total investments	\$ 191,711	\$ 1,841,717
		Fair Value at End of Year
December 31, 2011:		
Investments:		
Mutual funds		2,146,334
Total investments		\$2,620,309

REC Solar Inc 401(k) Profit Sharing Plan & Trust

Notes to Financial Statements (continued)

4. Certified Information (Unaudited) (continued)

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

December 31, 2012:

Oppenheimer Funds	\$ 645,012
American Funds 2035 Target Date	255,542
Calvert Aggressive Allocation Fund	278,170
Transamerica Asset Allocation Moderate Growth	273,704

December 31, 2011:

Diversified Investment Advisors Stable Pooled Fund (Common Collective Trust)	\$
Columbia Acorn A	
Pimco Funds Low Duration	
American Funds Growth Fund	
American Funds Europac	
T Rowe Price Retirement 2020 adv	
Transamerica Premier Balanced P	
Transamerica Partners Fund Group Stock Index	
Transamerica Partners Fund Group Large Value	

Fees paid by the Plan to Paychex and Mid Atlantic for investment management services amounted to \$xxxxxx in 2012.

5. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1	Quoted prices in active markets for identical assets.
Level 2	Significant other observable inputs.
Level 3	Significant unobservable inputs.

The asset'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.

REC Solar Inc 401(k) Profit Sharing Plan & Trust

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

The following is a description of the valuation methodologies used for investments measured at fair value:

Mutual Funds: Valued at the net asset value (“NAV”), based on the shares the Plan holds at year end. Mutual funds have quoted prices on the active market.

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

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

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Bond Funds	\$	\$	\$	-
High Yield Bond		-	-	-
Small Company Equity		-	-	-
Large/Mid Growth Equity		-	-	-
Large/Mid Value Equity		-	-	-
Large/Mid Blend Equity	-		-	-
International Equity		-	-	-
Specialty		-	-	-
Hybrid			-	-
Total assets at fair value	\$	\$	\$	-

REC Solar Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large cap stocks	\$	\$	-	\$
Target retirement funds			-	-
Small and mid cap stocks			-	-
Short term bonds			-	-
International stocks			-	-
Common collective trust:				
Stable pooled fund	-			
Total assets at fair value	\$	\$	\$	-

6. Risks and Uncertainties

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

REC Solar 401(k) Profit Sharing Plan & Trust
Employer Identification Number: 77-0471407: Plan Number: 001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		Current Value
		Cost	
Oppenheimer Funds	Money market fund	(1) \$	645,012
American Funds 2015 Target Date Class R1	Mutual fund	(1)	45,598
American Funds 2025 Target Date Class R1	Mutual fund	(1)	121,878
American Funds 2035 Target Date Class R1	Mutual fund	(1)	255,542
American Funds 2045 Target Date Class R1	Mutual fund	(1)	251,925
American Funds Euro Pacific Growth Class R1	Mutual fund	(1)	176,182
American Funds New World Fund Class R1	Mutual fund	(1)	222,378
American Funds SMALLCAP World Class R1	Mutual fund	(1)	97,278
American Funds Capital World Bond Fund Class R1	Mutual fund	(1)	188,396
BlackRock Science & Tech Opps Class C	Mutual fund	(1)	201,985
Calvert Bond Portfolio Class A	Mutual fund	(1)	188,016
Calvert Aggressive Allocation Fund Class A	Mutual fund	(1)	278,170
Calvert Conservative Allocation Fund Class A	Mutual fund	(1)	53,496
Calvert Equity Allocation Fund Class A	Mutual fund	(1)	182,802
Calvert Global Alternative Energy Fund Class A	Mutual fund	(1)	123,405
Calvert Moderate Allocation Fund Class A	Mutual fund	(1)	122,574
Davis New York Venture Class R	Mutual fund	(1)	104,479
DWS Global Small Cap Growth Fund Class C	Mutual fund	(1)	45,496
Fidelity ADV Leveraged Co Stock Class T (PayChex omnibus account)	Mutual fund	(1)	205,352
Invesco Growth and Income Fund Class A	Mutual fund		193,519
Ivy Global Natural Resources Fund Class R	Mutual fund	(1)	239,917
J.P. Morgan Realty Income Fund Class C	Mutual fund	(1)	224,554
Oppenheimer Main Street Small & Mid Cap Class N	Mutual fund	(1)	226,394
Transamerica Asset Allc- Conserv Port Class R	Mutual fund	(1)	47,739
Transamerica Asset Allc- Growth Port Class R	Mutual fund	(1)	230,399
Transamerica Asset Allc- Mod Gr Port Class R	Mutual fund	(1)	273,704
Transamerica Asset Allc- Mod Port Class R	Mutual fund	(1)	117,267
Total Investments			<u>5,063,457</u>
Participant loans	Loans bearing interest at rates ranging from 4.25% to 6.00% to be repaid through 20__	-	<u>\$ 74,674</u>
Total assets held for investment purposes at end of year			<u><u>\$ 5,138,131</u></u>

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

(1) Cost information has been omitted since these investments are participant-directed.

REC Solar 401(k) Profit Sharing Plan & Trust
Employer Identification Number: 77-0471407: Plan Number: 001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		Current Cost	Value
Oppenheimer Funds	Money market fund	(1)	\$	645,012
American Funds 2015 Target Date Class R1	Mutual fund	(1)		45,598
American Funds 2025 Target Date Class R1	Mutual fund	(1)		121,878
American Funds 2035 Target Date Class R1	Mutual fund	(1)		255,542
American Funds 2045 Target Date Class R1	Mutual fund	(1)		251,925
American Funds Euro Pacific Growth Class R1	Mutual fund	(1)		176,182
American Funds New World Fund Class R1	Mutual fund	(1)		222,378
American Funds SMALLCAP World Class R1	Mutual fund	(1)		97,278
American Funds Capital World Bond Fund Class R1	Mutual fund	(1)		188,396
BlackRock Science & Tech Opps Class C	Mutual fund	(1)		201,985
Calvert Bond Portfolio Class A	Mutual fund	(1)		188,016
Calvert Aggressive Allocation Fund Class A	Mutual fund	(1)		278,170
Calvert Conservative Allocation Fund Class A	Mutual fund	(1)		53,496
Calvert Equity Allocation Fund Class A	Mutual fund	(1)		182,802
Calvert Global Alternative Energy Fund Class A	Mutual fund	(1)		123,405
Calvert Moderate Allocation Fund Class A	Mutual fund	(1)		122,574
Davis New York Venture Class R	Mutual fund	(1)		104,479
DWS Global Small Cap Growth Fund Class C	Mutual fund	(1)		45,496
Fidelity ADV Leveraged Co Stock Class T	Mutual fund	(1)		205,352
(PayChex omnibus account)				
Invesco Growth and Income Fund Class A	Mutual fund			193,519
Ivy Global Natural Resources Fund Class R	Mutual fund	(1)		239,917
J.P. Morgan Realty Income Fund Class C	Mutual fund	(1)		224,554
Oppenheimer Main Street Small & Mid Cap Class N	Mutual fund	(1)		226,394
Transamerica Asset Allc- Conserv Port Class R	Mutual fund	(1)		47,739
Transamerica Asset Allc- Growth Port Class R	Mutual fund	(1)		230,399
Transamerica Asset Allc- Mod Gr Port Class R	Mutual fund	(1)		273,704
Transamerica Asset Allc- Mod Port Class R	Mutual fund	(1)		117,267
Total Investments				<u>5,063,457</u>
Participant loans	Loans bearing interest at rates ranging from 4.25% to 6.00% to be repaid through 20__	-	\$	<u>74,674</u>
Total assets held for investment purposes at end of year				<u><u>\$ 5,138,131</u></u>

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

(1) Cost information has been omitted since these investments are participant-directed.