

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. RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2011</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/2011</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/2011</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>805-540-6996</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>238210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>77-0471407</u>	2c Sponsor's telephone number <u>805-540-6996</u>	2d Business code (see instructions) <u>238210</u>	
2b Employer Identification Number (EIN) <u>77-0471407</u>					
2c Sponsor's telephone number <u>805-540-6996</u>					
2d Business code (see instructions) <u>238210</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	<u>10/16/2013</u> Date	<u>PHIL TISUE</u> 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 62-4874769
		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		5 142
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	163
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	163
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	163
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	161
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 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) ☐ <u>0</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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. RETIREMENT PLAN		B Three-digit plan number (PN) ► 002
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		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	20769	114665
	(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)	808022	1661660
	(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	828791	1776325

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	828791	1776325
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	1036238	
(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)		1036238
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	3119	
(F) Other	2b(1)(F)	-238	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2881
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		105638
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1144757

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	194342	
(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)		194342
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)	2881	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2881
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		197223

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		947534
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

REC Solar, Inc. Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2012	2011
	(Unaudited)	
Assets		
Investments of party-in-interest, at fair value:		
Pooled separate accounts	\$ 1,606,231	\$ 808,021
Stable value fund	55,428	-
Total investments of party-in-interest, at fair value	1,661,659	808,021
Receivables:		
Plan sponsor cash contributions	-	-
Participant cash contributions	-	-
Participant notes receivable	114,665	20,769
Total receivables	114,665	20,769
Net assets available for benefits	<u>\$ 1,776,324</u>	<u>\$ 828,790</u>

See accompanying Notes to Financial Statements.

REC Solar, Inc. Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions

Interest on participant notes receivable	\$ 3,119
Interest income from stable value fund	(237)
Cash contributions:	
Participants	1,036,238
Plan sponsor	-
Total cash contributions	<u>1,036,238</u>
Total additions	1,039,120

Deductions

Benefit payments	194,342
Administrative fees	-
Total deductions	<u>194,342</u>

Net additions	844,778
Net realized and unrealized appreciation in fair value of investments	<u>102,756</u>
Net increases	947,534
Net assets available for benefits at beginning of year	<u>828,790</u>
Net assets available for benefits at end of year	<u><u>\$ 1,776,324</u></u>

See accompanying Notes to Financial Statements.

REC Solar Inc., Retirement 401(k) Plan

Notes to Financial Statements

December 31, 2012

1. Description of the Plan

General

The REC Solar Inc., Retirement 401(k) Plan (the “Plan”) is a prevailing wage contribution plan available to all employees of REC Solar Inc., (the “Plan Sponsor”) that are working under specific contracts that require the benefit contributions. Participation in the Plan is automatic. 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 Beneco Systems, LLC who processes transactions through Beneco Trust Company, LLC (the “Trustee”).

Contributions

Participating employees cannot make contributions to the plan.

The Plan Sponsor makes prevailing waged contributions to the Plan as proscribed by the contracts that the employees work under.

Newly eligible participants are automatically enrolled in the Plan when the employer contributes the first prevailing wage contribution under their contract, which are submitted after each payroll. Receivables from the Plan Sponsor for contributions are unsecured.

Participant Accounts

Participants may allocate their 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.

Each participant’s account is credited with the Plan Sponsor’s 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.

Investments

The Plan’s investments are invested in funds offered by Beneco 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 Pooled Separate Accounts 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

REC Solar Inc., Retirement 401(k) Plan
Notes to Financial Statements (continued)

Statement of Changes in Net Assets Available for Benefits. This includes all investments bought or sold as well as held during the year.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under terms of the Plan. Fully benefit-responsive investments contracts held by the Plan are as follows:

Stable Value Fund

The Plan invests in an investment contract held in the Stable Value Fund of Transamerica. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Stable Value Fund issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the Stable Value Fund is fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the Stable Value Fund. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. This investment is presented at fair value in the accompanying statement of net assets available for benefits, which approximates contract value.

1. Description of the Plan (continued)

Investments (continued)

Stable Value Fund (continued)

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on the daily balance, at a rate that is the daily equivalent of the effective annual rate of interest applicable for the previous six month period. There is no stated minimum or maximum interest rate for the Stable Value Fund.

Certain events limit the ability of the Plan to transact at contract value with Transamerica. Such events include amendments to the plan documents (including complete or partial plan termination or merger with another plan), changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, bankruptcy of the Plan sponsor or other plan sponsor events that cause a significant withdrawal from the Plan, or the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the

REC Solar Inc., Retirement 401(k) Plan
Notes to Financial Statements (continued)

occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Average yields were 2.00% in 2012. The average yield credited to Plan participants approximates the average yield based on actual earnings.

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.

1. Description of the Plan (continued)

Payment of Benefits

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 Plan Sponsor's contribution plus related earnings.

REC Solar Inc., Retirement 401(k) Plan
Notes to Financial Statements (continued)

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.

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., Retirement Plan 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 , 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.

REC Solar Inc., Retirement 401(k) Plan
Notes to Financial Statements (continued)

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;

4. Certified Information (Unaudited)

Beneco Trust 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 Beneco. That information, which has not been audited by independent auditors, is as follows for the year ended December 31, 2012:

	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Investments of party-in-interest:		
Pooled Separate Accounts	\$ 102,756	\$ 1,606,231
Stable Value Fund	-	55,428
Total investments of party-in-interest	<u>\$ 102,756</u>	<u>\$ 2,161,659</u>

Interest income from stable value fund of party-in-interest totaled \$_____ in 2012.

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows as of December 31, 2012:

Manning & Napier Pro-Blend Conservative	\$ 191,916
Manning & Napier Pro-Blend Extnd	774,362

REC Solar Inc., Retirement 401(k) Plan
Notes to Financial Statements (continued)

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.

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

Pooled Separate Accounts: Valued at the net asset value ("NAV"), which is based on the market value of the underlying investments held by the pooled separate account at year end. The underlying investments are all mutual funds which have quoted prices on the active market.

Stable Value Fund: Valued at fair value based on the amount that would be received if the contract was terminated at the reporting date, by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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.

REC Solar Inc., Retirement 401(k) Plan
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, 2012:

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Bond Funds	\$	\$	\$	\$
High Yield Bond	-	-	-	-
Small Company Equity	-	-	-	-
Large/Mid Growth Equity	-	-	-	-
Large/Mid Value Equity	-	-	-	-
Large/Mid Blend Equity	-	-	-	-
International Equity	-	-	-	-
Global Equity	-	-	-	-
Specialty	-	-	-	-
Hybrid	-	-	-	-
Stable Value 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.

7. Subsequent Events

Subsequent to December 31, 2012, and through XX/XX/XX benefit payments totaling approximately \$_____ have been made.

REC Solar, Inc. Retirement Plan
Employer Identification Number: 77-0471407: Plan Number: 002

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	Cost	Current Value
Pooled separate accounts with party-in-interest:			
	American Funds Capital World G	(1) \$	35,499
	American Funds EuroPacific Gr	(1)	25,692
	ASTON/Fairpointe Mid Cap I	(1)	9,735
	Columbia Acorn International Z	(1)	8,034
	Columbia Mid Cap Index Z	(1)	9,471
	Columbia Small Cap Index Z	(1)	5,102
	Columbia Small Cap Value IZ	(1)	17,270
	DFA Inflation-Protected Securities I	(1)	13,967
	Fidelity Spartan 500 Index Advtg	(1)	27,488
	Fidelity Spartan Intl Idx Advtg	(1)	6,637
	Goldman Sachs Growth Opportu	(1)	23,811
	JPMorgan Large Cap Growth R(	(1)	16,239
	JPMorgan US Equity R5	(1)	47,217
	Manning & Napier Pro-Blend Cnsrv T	(1)	191,916
	Manning & Napier Pro-Blend Extnd T	(1)	774,362
	Manning & Napier Pro-Blend Max Ter	(1)	39,978
	Manning & Napier Pro-Blend Mod Ter	(1)	2,972
	Neuberger Berman High Inc Bond Inst	(1)	26,381
	PIMCO Total Return Instl	(1)	24,179
	Royce Low Priced Stock Svc	(1)	8,084
	T. Rowe Price Balanced	(1)	6,745
	T. Rowe Price Growth Stock	(1)	31,131
	T. Rowe Price New Horizons	(1)	20,131
	T. Rowe Price Real Estate	(1)	9,250
	Vanguard Target Retirement 202	(1)	326
	Vanguard Target Retirement 203	(1)	32,216
	Vanguard Target Retirement 203	(1)	12,255
	Vanguard Target Retirement 204	(1)	42,747
	Vanguard Target Retirement 2050	(1)	10,770
	Vanguard Target Retirement Income	(1)	494
	Vanguard Total Bond Market Index	(1)	76,896
	Vanguard Windsor II Investor	(1)	33,844
	Victory Established Value R	(1)	15,392
Total pooled separate accounts with party-in-interest:			<u>1,606,231</u>

Stable value fund of party-in-interest	Galliard Stable Value	(1) <u>55,428</u>
Participant loans	Loans bearing interest at rates ranging from ____% to ____% to be repaid through 20__	– <u>\$ 114,665</u>
Total assets held for investment purposes at end of year		<u>\$ 1,776,324</u>

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

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

REC Solar, Inc. Retirement Plan
Employer Identification Number: 77-0471407: Plan Number: 002

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

December 31, 2012

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