CGrowth Capital
An Asset Management Company

FINANCIAL INFORMATION
YEAR-END REPORT
December 31, 2012

Table of Contents

Section One: Issuers' Continuing Disclosure Obligations ………………………… **3**

Part A General Company Information …………………………….………….......... 3

Item 1 The exact name or the issuer and its predecessor (if any) ………………… 3

Item 2 The address of the issuer's principal executive offices …………………… 3

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization … 3

Part B Share Structure ………………………………………………………………. 3

Item 4 The exact title and class of securities outstanding ……………………….. 3

Item 5 Par of stated value and description of security …………………………… 3

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized …………………………………………….. 4

Item 7 The name and address of the transfer agent ………………………………. 4

Part C Business Information ………………………………………………………… 5

Item 8 The nature of the issuer's business ……………………………………….. 5

Item 9 Then nature of products or services offered ………………………………. 7

Item 10 The nature and extent of the issuer's facilities ……………………………. 7

Part D Management Structure and Financial Information …………………………… 7

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons ……………………………………… 7

Item 12 Financial information for the issuer's most recent fiscal period …………. 10

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence ……………… 19

Item 14 Beneficial Owners ……………………………………………………….... 19

Item 15 The name, address, telephone number, and email address of each of certain outside providers that advise the issuer on matters relating to the operations, business development and disclosure ……………………….. 19

Item 16 Management's Discussion and Analysis or Plan of Operation ………….. 20

Part E Issuance History ……………………………………………………………….. 23

Item 17 List of securities offerings and shares issued for services in the past two years ………………………………………………………………………… 23

Part F Exhibits ………………………………………………………………………. 23

Item 18 Material Contracts ………………………………………………………….. 23

Item 19 Articles of Incorporation and Bylaws …………………………………… 23

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Persons ……. 24

Item 21 Issuer's Certifications ……………………………………………………. 25

Section One: Issuers' Continuing Disclosure Obligations

Part A General Company Information

Item 1 CGrowth Capital, Inc.
(f/k/a Anchor Pacific Underwriters, Inc. – until 9/28/2009)

Item 2 4550 NW Newberry Hill Road, Suite 202
Silverdale, WA 98383

Phone: 360-536-4500
Fax: 360-536-4501
www.CGrowthCapital.com

Item 3 Originally incorporated in Delaware on October 30, 1986.

Part B Shares Structure

Item 4 CGrowth Capital, Inc. Common Stock

Trading Symbol:	CGRA
CUSIP:	15722A102

Item 5 **Par value and description of security**

A. Par Value $0.001

1. No dividends currently given

2. 20,000,000 shares of preferred stock are authorized, of which 2,500,000 shares are designated as Series A Convertible Preferred Stock. There are 8,000 shares of Series A Preferred issued and outstanding. The Series A Preferred is valued at $10.00 per share, and may, after one (1) year, be converted into common stock at the election of the holder at a 20% discount to market, with a ceiling of $1.00 per common share.

3. No other material rights are applicable to common or preferred stock.

4. There are no current provisions in our charter or by-laws that would delay, defer or prevent a change of control of the Company.

Item 6 The number of shares outstanding for each class of securities authorized

Common Shares

(i.)	Period end date:	December 31, 2012
(ii.)	Number of shares authorized:	500,000,000
(iii.)	Number of shares outstanding:	211,052,270
(iv.)	Freely tradable shares:	82,018,272
(v.)	Total beneficial shareholders:	513
(vi.)	Total shareholders of record:	513

(i.)	Period end date:	December 31, 2011
(ii.)	Number of shares authorized:	500,000,000
(iii.)	Number of shares outstanding:	200,052,270
(iv.)	Freely tradable shares:	82,051,391
(v.)	Total beneficial shareholders:	500
(vi.)	Total shareholders of record:	500

Preferred Shares

(i.)	Period end date:	December 31, 2012
(ii.)	Number of shares authorized:	20,000,000
(iii.)	Number of shares outstanding:	8,000
(iv.)	Freely tradable shares:	0
(v.)	Total beneficial shareholders:	1
(vi.)	Total shareholders of record:	1

(i.)	Period end date:	December 31, 2011
(ii.)	Number of shares authorized:	20,000,000
(iii.)	Number of shares outstanding:	0
(iv.)	Freely tradable shares:	0
(v.)	Total beneficial shareholders:	0
(vi.)	Total shareholders of record:	0

Item 7 Transfer Agent

Pacific Stock Transfer Company
4045 S. Spencer Street, Suite 403
Las Vegas, NV 89119

Phone (702) 361-3033
Fax (702) 433-1979

Pacific Stock Transfer Company is registered under the Exchange Act. Its regulatory authority is the Securities and Exchange Commission.

Part C Business Information

Item 8 The nature of the issuer's business

- **Business Development**

CGrowth Capital, Inc. ("CGrowth Capital" or "Company") is a corporation formed under the laws of the State of Delaware. The Company was originally incorporated as System Industries, Inc. and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on October 30, 1986. On January 6, 1995, the Company name was changed to Anchor Pacific Underwriters, Inc. and was involved in the property and casualty insurance brokerage and healthcare services and technology business for several years. On September 28, 2009, the Company name was changed to CGrowth Capital, Inc. The Company's fiscal year ends December 31.

On February 23, 20I0, the Company executed a 1-for-200 reverse-split of our shares of common stock. As a result, the shareholders of CGrowth Capital received 1 share of common stock for every 200 shares of common stock.

On June 28, 20I0, 118,000,000 shares of common stock of CGrowth Capital were issued to Ward North America Holding, Inc. for expenses incurred and retirement of debt.

On June 29, 2010, 82,000,000 shares of common stock of CGrowth Capital were issued to various shareholders as a result of converting $75,000 of debt into Common Stock.

In July 2012, our majority shareholder, Ward North American Holdings, Inc. ("WNAH") transferred control of the Company to Keystone Financial Management, Inc. ("KFM"). The transaction included the sale of 107,027,800 shares of the Company's Common stock held by WNAH (constituting 53.5% of the outstanding shares of the Company) to KFM for $125,000. The transaction included $50,000 paid in cash prior to closing and a note payable to WNAH for $75,000.

In July 2012, immediately following the change in control, Jeffrey Ward resigned his positions as President, Chief Executive Officer, and his position as sole director. His positions were immediately replaced by Bill Wright, who also holds similar positions in KFM, the controlling shareholder.

During the past three years the Company has not been in bankruptcy, receivership or involved in any similar proceeding. The Company is not in default in the terms of any note, loan, lease, or other indebtedness or financing arrangements requiring the Company to make payments. Except as described herein, the Company has not during the past three years had any other stock splits, stock dividends, mergers, reorganization or similar transactions. The Company has not been the subject of any delisting by a securities exchange or a deletion from the OTC Markets. There are no current, pending or threatened legal proceedings or administrative actions against the Company nor has there been for the past three years.

- **Business of Issuer**

Following the change of control in July 2012, the Company began positioning itself to be an asset holding and management company servicing companies in the mining, exploration, real estate and emerging technology sectors with solutions designed to help companies monetize their undervalued or unused assets and bring products and services to market.

The Company has acquired assets under a Joint Venture Agreement, which consist of the rights to an ore processing agreement enabling conversion of raw ore materials into marketable commodities, such as gold and silver. This acquisition demonstrates the Company's strategy of purchasing valuable assets and to monetize the assets to bring shareholder value.

The Company's Standard Industrial Code (SIC) is 1000 – Metal Mining.

CGrowth Capital, Inc. is not now, nor has ever been, as shell company as defined in Rule 405 of the Securities Act of 1933, as amended.

The Company has one subsidiary: Spectrum Managed Care of California, Inc. ("Spectrum"). Spectrum has provided telephonic inpatient nursing and rehabilitative services to patients who require continuous healthcare but not hospital services. Spectrum also provided proprietary software for nurse case management services.

Research and Development
During the past two years, the Company has not invested any capital into research and development.

Regulations
There have been no Government regulations, existing or probable, that has materially affected or is expected to materially affect the business. There are no costs and effects of compliance with environmental laws at the Federal, State and local levels at this time.

Company Employees
CGrowth Capital does not have any current employees, with the exception of our CEO. Work of the Company is performed by subcontractors.

Item 9 The nature of products and services offered

The Company provides diverse services and capital resources designed to build value from the mining industry in the United States and abroad. The company focuses on acquiring or "claiming" land assets that contain valuable minerals, then providing management support and logistical services necessary for the successful execution of metal ore mining and the monetization of natural resources.

The Company provides support and processing applications for land owners specific to the exploration, mining and metal processing. The Company's business solutions are designed to assist land owners with monetizing undervalued assets by bringing commodities such as gold and silver to market.

The CGrowth mission is to create shareholder value by consolidating assets within a fragmented mining industry through synergistic acquisitions, mergers and joint ventures. The Company will focus on purchasing claims and assets to build value through proving the reserves, then providing ore processing through its joint venture partners.

The Company's niche in the mining industry is to target small to mid-size land opportunities that have remained undervalued for decades and require the expertise and capital necessary to bring their true values to market. The Company sees a constant deal flow involving target land assets, which possess prior research and a history of production. The Company also researches new sites that fit the asset profile and are suited for investment resources.

Item 10 The nature and extent of issuer's facilities

CGrowth Capital's main headquarters is located at: 4550 NW Newberry Hill Road, Suite 202, Silverdale, WA 98383. The Company leases a portion of approximately 1,000 square feet of office space that it shares with its major shareholder, Keystone Financial Management, Inc.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

The following table sets forth the names or our current directors and executive officers, the principle offices and positions held by each person and the date such person became or director or officer.

Name	Position(s)	Date of Appointment
William M Wright (1)	Chief Executive Officer, Chairman of the Board, Principle Financial Officer, and Secretary (2)	7/15/2012

(1) The business address for all officers and directors is c/o CGrowth Capital, Inc., 4550 NW Newberry Hill Road, Suite 202, Silverdale, WA 98383

(2) Mr. Wright was the corporation's sole officer and director as of December 31, 2012.

WILLIAM M WRIGHT, age 47, is the Executive Chairman of CGrowth Capital, Inc. since July 2012. He has been President and CEO of multiple corporations and public entities in his 25 years in business, including that of AquaLiv Technologies, Inc., where he recently engineered a major merger and acquisition and is a current board member. Mr. Wright's experiences include a strong financial management and accounting background, operational organization and efficiency, and a niche in acquisitions and roll-up of synergistic companies. He has held his Real Estate Broker's License in both California and Washington and received his Bachelors of Science degree in Business Administration with an emphasis in Financial Services from San Diego State University.

EXECUTIVE COMPENSATION

The summary compensation table shows certain compensation information for services rendered in all capacities during the year ended December 31, 2012.

Name	Principal Position	Year	Salary	Stock Awards	Option Awards	All Other Comp	Total
William Wright	CEO/Chairman	2012	-	-	-	$60,000 (1)	$60,000(1)

(1) Consists of management fees paid as Chief Executive Officer of the Company. The Company determined to pay Mr. Wright a consistent fixed fee of $10,000 per month for his services as Chief Executive Officer of the Company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of December 31, 2012, the number of shares of our common stock owned by:

- Each person who is known by us to own of record or beneficially five percent (5%) or more of our outstanding shares;
- Each of our directors;
- Each of our executive officers; and
- All of our directors and executive officers as a group.

Unless otherwise indicated, each of the persons listed below has sole voting and investment power with respect to the shares of our common stock beneficially owned.

Name and Address (1)	**Beneficial Relationship to Company**	**Outstanding Common Stock**	**Percentage of Ownership of Common Stock**
William Wright (1)	CEO / Chairman	107,027,800 (2)	50.7%
Officers and Directors		**107,027,800 (2)**	**50.7%**

(1) The business address for such persons is c/o CGrowth Capital, Inc., 4550 NW Newbery Hill Road, Suite 202, Silverdale, WA 98383.

(2) Includes 107,027,800 common shares held by Keystone Financial Management, Inc., of which William Wright is President.

B. Legal/Disciplinary History

We are not aware of any legal and or disciplinary history of any member of CGrowth Capital's management team.

C. Disclosure of Family Relationships

There are no family relationships between any members of CGrowth Capital's management team.

D. Disclosure of Related Party Transactions

Related party transactions are disclosed in the enclosed footnotes to the financial statements.

E. Disclosure of Conflicts of Interest

We are not aware of any conflicts of interest with CGrowth Capital's management team.

Item 12 Financial information for the Issuer’s most recent fiscal period

Unaudited financial statements and notes to the financial statements for CGrowth Capital, Inc. for the years ended December 31, 2012 and 2011

Balance Sheets

CGROWTH CAPITAL, INC.
AND ITS' SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS

ASSETS	December 31, 2012	December 31, 2011
CURRENT ASSETS:		
Cash and cash equivalents	$ 7,880	$ 647
Accounts receivable	1,890	13,890
Notes receivable	7,200	-
Total Current Assets	16,970	14,537
PROPERTY AND EQUIPMENT, net	11,250	-
TOTAL ASSETS	$ 28,220	$ 14,537
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	$ 135,151	$ 7,200
Notes payable	30,100	-
Total Current Liabilities	165,251	7,200
STOCKHOLDERS' DEFICIT:		
Preferred stock, $0.001 par value, 20,000,000 shares authorized, 8,000 and 0 shares issued and outstanding, respectively	8	-
Common stock, $0.001 par value, 500,000,000 shares authorized, 211,052,270 and 200,052,270 shares issued and outstanding, respectively	211,052	200,052
Additional paid in capital	114,394	10,402
Retained (deficit)	(462,485)	(203,117)
Total Stockholders' Equity (Deficit)	(137,031)	7,337
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 28,220	$ 14,537

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

Statements of Operations

CGROWTH CAPITAL, INC.
AND ITS' SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
TWELVE MONTHS ENDED DECEMBER 31, 2012 and 2011

	Twelve Months Ended Dec 31, 2012	Twelve Months Ended Dec 31, 2011
REVENUES:		
Consultation Services	$ -	$ 12,000
Total Revenues	-	12,000
COST OF GOODS SOLD	-	-
GROSS PROFIT	-	12,000
OPERATING EXPENSES:		
Administrative fees	69,600	7,200
Consulting expense	93,000	-
Management fees	60,000	-
Professional fees	26,724	-
Travel, meals, and entertainment	1,539	-
Other general and administrative	8,504	-
Total Operating Expenses	259,368	7,200
GAIN (LOSS) FROM OPERATIONS	(259,368)	4,800
OTHER INCOME (EXPENSE)	-	-
NET INCOME (LOSS) BEFORE INCOME TAX PROVISION	(259,368)	4,800
PROVISION FOR INCOME TAXES	-	-
CONSOLIDATED NET GAIN (LOSS)	$ (259,368)	$ 4,000
WEIGHTED AVERAGE SHARES OUTSTANDING	202,802,270	200,052,270
BASIC AND DILUTED GAIN (LOSS) PER SHARE	$ (0.00)	$ 0.00

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

Statements of Cash Flows

CGROWTH CAPITAL, INC.
AND ITS' SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Twelve Months Ended Dec 31, 2012	Twelve Months Ended Dec 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net gain (loss)	$ (259,368)	$ 4,800
Adjustments to reconcile net gain (loss) to net cash provided by (used in) operating activities:		
Depreciation	-	-
Stock issued for services	60,000	-
Net (increase) decrease in operating assets:		
Accounts receivable	12,000	(12,000)
Notes receivable	(7,200)	-
Net increase (decrease) in operating liabilities:		
Accounts payable	127,951	7,200
Other liabilities	-	-
Net Cash (Used in) Operating Activities	(66,617)	-
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property and equipment	(11,250)	-
Net Cash (Used in) Investing Activities	(11,250)	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes, net	30,100	-
Proceeds of capital stock issuance	55,000	-
Net Cash Provided by Financing Activities	85,100	-
NET INCREASE (DECREASE) IN CASH	7,233	-
CASH AT BEGINNING OF PERIOD	647	647
CASH AT END OF PERIOD	$ 7,880	$ 647
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ -	$ -
Income taxes	$ -	$ -

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

Statement of Changes in Stockholders’ Equity

CGRWOTH CAPITAL, INC.
AND ITS’ SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN
STOCKHOLDERS EQUITY (UNAUDITED)

	Preferred Shares		Common Shares		Additional Paid-in Capital	Retained Earnings	Total Stockholders’ Equity
	Shares	Amount	Shares	Amount			
Balance at January 1, 2011	-	$ -	200,052,270	$ 200,052	$ 10,402	$(207,917)	$ 2,537
Net income	-	-	-	-	-	4,800	4,800
Balance at December 31, 2011	-	$ -	200,052,270	$ 200,052	$ 10,402	$(203,117)	$ 7,337
Stock issued for services	-	-	6,000,000	6,000	54,000	-	60,000
Stock issued for note receivable	-	-	5,000,000	5,000	-	-	5,000
Stock cancellation	-	-	(48,000,000)	(48,000)	-	-	(48,000)
Stock issued to retire debt	-	-	48,000,000	48,000	-	-	48,000
Stock issued for cash	8,000	8	-	-	49,992	-	50,000
Net income	-	-	-	-	-	(259,368)	(259.368)
Balance at December 31, 2012	8,000	$ 8	211,052,270	$ 211,052	$ 114,394	$(462,485)	$ (137,031)

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

CGROWTH CAPTIAL, INC.
NOTES TO FINANCIAL STATEMENTS
(unaudited)

NOTE 1 – Summary of Significant Accounting Policies

Basis of Presentation
The accompanying un-audited interim financial statements include all information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position and the results of operations for the periods presented have been included. Operating results for the periods are not necessarily indicative of the results that may be expected for future years. All transactions are denominated in US dollars.

Management's Estimates and Assumptions
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements. Management considers CGrowth Capital's most significant accounting estimates to include valuation assumptions for share-based payments, allowance for doubtful accounts receivable, inventory reserves, accrual for reserves, the carrying value of long-lived assets, income tax valuation allowances and capitalization of labor and overhead to inventory for work in progress. Actual results could differ significantly from those estimates.

Fair Value of Financial Instruments
The fair value of financial instruments approximates their carrying values at period end dates due to their short maturities. These financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable.

Cash and Cash Equivalents
The Company considers all highly liquid investments purchased with an initial maturity of 90 days or less to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts
The Company recognizes an allowance for losses on accounts receivable based on an analysis of historical bad debt experience, current receivables aging, and expected future write-offs, as well as an assessment of specific identifiable customer accounts considered at risk or uncollectible. As of December 31, 2012, management has determined all receivable balances to be fully collectible and accordingly, no allowance was recognized at such time. Accounts receivable are non-interest bearing and are generally unsecured.

Inventories
Inventories are stated at the lower of cost or market with cost being determined on the first-in, first-out method. Work in progress and finished goods inventory includes an allocation for capitalized labor and overhead. The Company routinely evaluates the carrying value of inventories and provides reserves when appropriate to reduce inventories to the lower of cost or market to reflect

estimated net realizable value. As of December 31, 2012, no inventory existed for the Company and, accordingly, no reserve has been recognized at December 31, 2012.

Property and Equipment

Property and equipment are carried at depreciated cost. Gains or losses related to retirements or disposition of fixed assets are recognized in operations in the period incurred. Costs of normal repairs and maintenance are charged to expense as incurred, while betterments or renewals are capitalized. Depreciation commences at the time the assets are placed in service. Depreciation is provided using the straight-line method over the estimated economic lives of the assets or for leasehold improvements, over the shorter of the estimated useful life or the lease term, which are summarized as follows:

Computer equipment……………………………… 3 – 5 years
Furniture and office equipment…………………... 5 – 7 years
Leasehold improvements…………………………. 7 years

As of December 31, 2012, the Company had fully depreciated all of its current property and equipment.

Revenue Recognition, Deferred Revenue and Change in Accounting Principle

Net revenues include sales services. Services include consulting work performed by the Company. The Company recognizes revenue for these services when it is realized or realizable and earned. Revenue is considered realized and earned when: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred and/or services have been rendered; (iii) the price is fixed and determinable; and (iv) collection of the resulting receivable is reasonably assured.

Financial Instruments and Concentrations of Credit Risk

We believe the book bale of our current assets and liabilities approximate their fair values due to their short term nature.

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash. With respect to cash, during the twelve month period ended December 31, 2012, we maintained all of our cash in a deposit account with two financial institutions, which deposit account at times may exceed federally insured limits. We have not experienced any losses in such account.

Income Taxes

We compute income taxes in accordance with Financial Accounting Standards Statement No. 109 "Accounting for Income Taxes" ("SFAS 109"). Under SFAS 109, deferred taxes are recognized for the tax consequences of temporary differences by applying enacted statutory rates applicable to future yeas to differences between the tax bases of assets and liabilities and their financial statement carrying amounts. Also, the effect on deferred taxes of a change in tax rates is recognized in income in the period that included the enactment date.

Net Income (Loss) per Common Share

The net income per common share is computed by dividing net income by the weighted average of common shares outstanding.

Accounting Pronouncements

We do note expect that the adoption of any recent accounting pronouncements will have a material impact on our financial statements.

NOTE 2 – Going Concern

The accompanying financial statements have been prepared on a going concern basis, which assumes the Company will be able to meet its obligations and continue its operations for at least the next twelve months. Such assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company incurred a net loss for the year ended December 31, 2012 and had an accumulated deficit of $462,485 as of December 31, 2012. For the twelve months ending December 31, 2012 the Company had a loss of $259,368, and anticipates a current annual working capital deficit of approximately $250,000. These deficits raise doubt about the Company's ability to continue as a going concern. As a result, realization values of the Company's assets and liabilities may be substantially different from reported carrying values and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should we be unable to continue as a going concern.

The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow from sales to meet its obligations on a timely basis, to obtain additional financing as may be required, and ultimately to attain profitability. Potential sources of cash include new contracts, external debt, the sale of shares of Company stock or alternative methods such as mergers or sale transactions. No assurances can be given, however, that the Company will be able to obtain any of these potential sources of cash. Furthermore, the Company may be unable to raise additional capital on commercially acceptable terms, if at all, and if the Company raises capital through additional equity financings, existing shareholders may have their ownership interests diluted.

NOTE 3 – Related Party Transactions

Administrative fees – During the years ended December 31, 2012 and 2011, the Company accrued or paid administrative fees to companies closely held by our current and former CEO's in the amounts of $69,600 and $7,200, respectively.

Management fees – During the years ended December 31, 2012 and 2011, the Company accrued or paid management fees to a company closely held by our current CEO in the amount of $60,000 and $0, respectively.

Notes payable – During the fiscal years ended December 31, 2012 and 2011, a company closely held by an officer of the Company, loaned the Company $5,100 and $0, respectively. The loan is due on demand and carries no interest.

NOTE 4 – Notes Payable

At fiscal year ended December 31, 2012, the Company had notes payable in the amount of $30,100, compared to $0, in the prior fiscal year. The notes included a note payable to an unaffiliated party in the amount of $25,000, which is not secured by collateral of the Company, carries accrued interest of 6% and is due on demand by the holder. The second note payable is to an affiliated company of our President in the amount of $5,100, is not secured by collateral of the company, carries no interest, and is due on demand by the holder.

NOTE 5 – Stockholders' Deficit

In October 2012 the Company issued 8,000 shares of Series A Preferred stock for $50,000 in cash.

In October 2012 the Company issued 5,000,000 shares of Common stock for a note receivable in the amount of $5,000.

In October 2012 the Company issued a total of 6,000,000 shares of Common stock for $60,000 in consulting services.

In November 2012 the Company cancelled 48,000,000 shares of Common stock and reinstated $48,000 in debt.

In November 2012 the Company issued 48,000,000 shares of Common stock to repay $48,000 in debt.

NOTE 6 – Contingencies

The Company had no contingencies existing as of December 31, 2012 and 2011.

NOTE 7 – Segments

The Company determined that it do not operate in any material, separately reportable operating segments as of December 31, 2012 and 2011.

NOTE 8 – Subsequent Events

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that other than listed below, no material subsequent events exist.

In February 2012 the Company cancelled 3,000,000 shares of Common stock and recovered $30,000 in previous expenses.

On February 20, 2013, the Company announced that it had purchased equipment totaling $380,000. The terms of the transaction included a cash deposit of $10,000, 15,000 shares of restricted Series A preferred stock, and a note in the amount of approximately $220,000. The note carries an interest rate of 6.33%.

On March 8, 2013, the Company announced that it had purchased equipment totaling $133,600. The terms of the transaction included a cash deposit of $7,600, 1,000 shares of restricted Series A preferred stock, and a note in the amount of approximately $116,000. The note carries an interest rate of 6.35%.

On March 13, 2013, the Company announced that it had executed a Purchase and Sale Agreement for the purchase of the Deer Trail Mine in Eastern Washington. The 40 acre fee simple parcel contains three (3) historically active mines and is grandfathered as an active mining site. Terms of the purchase are to be disclosed upon closing of the transaction.

Item 13 Similar Financial Information for such part of the two preceding fiscal years as the issuer.

Financial statements for the previous fiscal year ended December 31, 2011 have been incorporated for reference and comparison in our fiscal year ended December 31, 2012 financial statements. The year preceding these fiscal years, fiscal year ended December 31, 2010, is incorporated by reference and can be found through the OTC Disclosure and New Service for the Company located at: http://www.otcmarkets.com/stock/CGRA/filings and filed on June 5, 2012.

Item 14 Beneficial Owners.

No person beneficially owns more than 5% of the Company's Common stock other than Keystone Financial Management, Inc., of which our CEO is also the President.

Name and Address*	Outstanding Common Stock	Percentage of Ownership of Common Stock
Keystone Financial Management, Inc. 4550 NW Newberry Hill Road Suite 202 Silverdale, WA 98383	107,027,800	50.7%

* William Wright is Registered Agent at this same address

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development, and disclosure.

1. Investment Banker: None
2. Promoters: None
3. Counsel: Lucosky Brookman LLP
   33 Wood Avenue South, 6th Floor
   Iselin, New Jersey 08830
   732-395-4400
   info@lucbro.com
4. Accountant or Auditor: None
5. Public Relations Consultant: None
6. Investor Relations Consultant: None

Item 16 Management's discussion and analysis or plan of operation.

A. Plan of Operation.

CGrowth Capital, Inc. ("CGrowth Capital" or the "Company") was initially incorporated under the laws of the state of Delaware in 1986 and was formerly known as Anchor Pacific Underwriters, Inc. The Company was historically a health care services and technology holding company strategically positioned to underwrite and provide health care systems solutions. CGrowth Capital has been actively seeking acquisitions of additional technologies and assets to add to its portfolio. As part of this shift, the company is positioning to be an asset holding and management company servicing companies in the mining, exploration, real estate and emerging technology sectors with solutions designed to help companies monetize their undervalued or unused assets and bring products and services to market.

The Company recently acquired assets under a Joint Venture Agreement, which consist of the rights to an ore processing agreement enabling conversion of raw ore materials into marketable commodities, such as gold and silver. This acquisition demonstrates the Company's strategy of purchasing valuable assets and to monetize the assets to bring shareholder value.

The Company may attempt to raise addition capital to finance its expansion and diversification strategy. It is uncertain at this time what the extent of those development costs will be. As we complete our strategic planning we will update the public with proper disclosures. The Company's going concern, as stated in the December 31, 2012 footnotes to the financial statements, is dependent upon its ability to generate sufficient cash flow from sales to meet its obligations on a timely basis, to obtain additional financing as may be required, and ultimately to attain profitability. Potential sources of cash include new contracts, external debt, the sale of shares of Company stock or alternative methods such as mergers or sale transactions. No assurances can be given, however, that the Company will be able to obtain any of these potential sources of cash or financing. Furthermore, the Company may be unable to raise additional capital on commercially acceptable terms, if at all, and if the Company raises capital through additional equity financings, existing shareholders may have their ownership interests diluted.

B. Management's discussion and analysis of financial condition and results of operations.

Revenues

The revenues for the year ended December 31, 2012 were $0 as compared to $12,000 in the year ended December 31, 2011. The change is attributable to the shift in the business focus from medical patient support to asset management and metal mining. The Company expects that revenues will begin to increase as its new business segments are put into operation.

Cost of Goods Sold

Cost of goods sold for the years ended December 31, 2012 and 2011, were $0, as the Company shifts its business focus. The Company expects costs of goods sold to increase in future periods.

Operating Expenses

Operating expenses for the year ended December 31, 2012 were $259,368 as compared to $7,200 for the year ended December 31, 2011. The increase of $252,168 is attributable to an increase of $62,400 in administrative fees, and increase of $93,000 in consulting expense, an increase of $60,000 in management fees, and increase of $26,724 in professional fees, and increase of $1,539 in travel, meals, and entertainment, and an increase of $8,504 in other general and administrative expense. The Company expects operating expenses to continue to increase as the Company expands its services and development.

Other Income and Expenses

Interest expense for the years ended December 31, 2012 and 2011, was $0. The Company expects interest expense to increase in future periods as the Company increases its borrowing to support new equipment, services, and developments.

Net (Loss) Before Provisions for Income Taxes

The net loss for the year ended December 31, 2012, was $259,368 compared to a net gain of $4,800 for the period ended December 31, 2011. The increase in net loss is primarily attributable to the increase in our operating expenses.

Liquidity and Capital Resources

The Company reported no revenue and a net loss of $259,368 for the year ending December 31, 2012. This was compared to fiscal year ended December 31, 2011 where gross revenues totaled $12,000 with a net gain of $4,800.

As of December 31, 2012, the Company did not have and continues to not have sufficient cash on hand to pay present obligations as they become due. In addition, due to current economic conditions and the Company’s related risks and uncertainties, there is no assurance that we will be able to raise additional capital on acceptable terms, if at all, to meet our current obligation over the next 12 months. Because of the foregoing, the Company’s management has expressed doubt about our ability to continue as a going concern.

If we obtain additional funds by selling any of our equity securities or by issuing common stock to pay current or future obligations, the percentage ownership of our stockholders will be reduced, stockholders may experience additional dilution, or the equity securities may have rights preferences or privileges senior to the common stock. If adequate funds are not available to us on satisfactory terms, we may be required to cease operating or otherwise modify our business strategy. Our estimated working capital requirement for the next 12 months is $300,000, with an estimated burn rate of $25,000 per month.

Going Concern

We have limited working capital and limited revenues from sales of products, services, or licensing. During the year ended December 31, 2012, our operating expenses continued to be greater than our revenues. These factors have caused our management to express substantial doubt about our ability to continue as a going concern. The accompanying financial statements do not include any adjustment that might be necessary if we are unable to continue as a going concern.

Our ability to continue as a going concern has caused the board of directors (the “Board”) of the Company to continue to look for sources of investment capital, and investigate merger and acquisition opportunities. We will look to further diversify our holdings and sources of cash flow.

C. Off-Balance Sheet Arrangements.

There are no current or pending off-balance sheet arrangements.

PART E ISSUANCE HISTORY

Item 17 List of securities offerings and shares issued in the past two years.

Date	Common Shares Issued	Preferred Shares Issued	Issued To	Notes
	200,052,270	0		December 31, 2010: Total issued and outstanding
10/5/2012		8,000	Individual	$50,000 cash
10/18/2012	5,000,000		Individual	Note receivable (restricted)
10/23/2012	2,500,000		JT Arco, Inc.	Consulting services (restricted)
10/23/2012	2,500,000		North Shore Equities, Inc.	Consulting services (restricted)
10/23/2012	1,000,000		Bull in Advantage	Consulting services (restricted)
11/2/2012	(48,000,000)			Shares return (free trading)
11/3/2012	6,000,000		JT Arco, Inc.	Note conversion (free trading): $6,000
11/3/2012	7,000,000		North Shore Equities, Inc.	Note conversion (free trading): $7,000
11/3/2012	7,000,000		Fidarsi, Inc.	Note conversion (free trading): $7,000
11/3/2012	5,000,000		Individual	Note conversion (free trading): $5,000
11/3/2012	5,000,000		Individual	Note conversion (free trading): $5,000
11/3/2012	6,000,000		G-Lock Corp.	Note conversion (free trading): $6,000
11/3/2012	6,000,000		MDC Group LLC	Note conversion (free trading): $6,000
11/3/2012	6,000,000		Old Sawmill Partners LLC	Note conversion (free trading): $6,000
	211,052,270	8,000		December 31, 2012: Total issued and outstanding

PART F EXHIBITS

Item 18 Material Contracts.

There are no material contracts, not made in the ordinary course of business.

Item 19 Articles of Incorporation and Bylaws

A. Articles of Incorporation: See OTCMarkets.com October 18, 2010 posting for the incorporation of the Company Articles of Incorporation at http://www.otcmarkets.com/stock/CGRA/filings

B. Bylaws: See OTCMarkets.com October 18, 2010 posting for the incorporation of the Company Bylaws at http://www.otcmarkets.com/stock/CGRA/filings

Item 20 Purchase of Equity Securities by the Issuer and Affiliated Purchasers.

On May 18, 2012, Keystone Financial Management, Inc. (“KFM”) executed a Share Purchase Agreement with Ward North America Holding, Inc. (“WNAH”), whereby KFM acquired 107,027,800 shares of the Company’s Common stock from WNAH for $50,000 in cash and a note for $75,000 (for an average price of $0.001 per share). The shares carry a restrictive legend and effected a change in control of the Company.

ITEM 21 Certifications.

I, William M Wright, certify that:

1. I have reviewed this annual disclosure statement of CGrowth Capital, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 29, 2013

/s/ *William M Wright*
Chief Executive Officer
Chief Financial Officer