

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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> 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>RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC. THRIFT AND PROFIT SHARING PLAN AND TRUST</u>	1b	Three-digit plan number (PN) ▶ <u>003</u>
		1c	Effective date of plan <u>10/01/1996</u>
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.</u> <u>555 FAIRMOUNT AVENUE</u> <u>BALTIMORE, MD 21286</u>	2b	Employer Identification Number (EIN) <u>52-0555835</u>
		2c	Sponsor's telephone number <u>443-921-2577</u>
		2d	Business code (see instructions) <u>524210</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.	07/30/2013	PRICE POORE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/30/2013	PRICE POORE
	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		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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		5 349
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	255
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	81
d Subtotal. Add lines 6a , 6b , and 6c	6d	336
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	336
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	332
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4
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: 2A 2E 2F 2J 2K 2T		
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 RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC. THRIFT AND PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.	D Employer Identification Number (EIN) 52-0555835

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

PNC BANK, N.A.

25-1211909

(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?
25 59 60 63	TRUSTEE	4158	Yes ☒ No ☐	Yes ☒ No ☐	0	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
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS - AMCAP FUND R5 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS - AMERICAN BALANCED 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS - AMERICAN MUTUAL FU 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60	

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
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS - CAPITAL INCOME BUI 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS - EUROPACIFIC GROWTH 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS - FUNDAMENTAL INVEST 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60	

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
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN INTERNATIONAL VALUE FUND IN 875 E. WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202		35 BASIS POINTS ANNUALLY-60
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS BOND MARKET INDEX INV 200 PARK AVENUE NEW YORK, NY 10166		25 BASIS POINTS ANNUALLY-59
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FEDERATED TOTAL RETURN GOVT BOND FU FEDERATED INVESTORS TOWER PITTSBURGH, PA 15222		5 BASIS POINTS ANNUALLY-60

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
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY ADVISOR SMALL CAP FUND I 82 DEVONSHIRE ST. BOSTON, MA 02109	10 BASIS POINTS ANNUALLY-60	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS SMALL CAP VALUE FUND 32 OLD SLIP NEW YORK, NY 10005	10 BASIS POINTS ANNUALLY-59	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER DEVELOPING MARKETS FUND TWO WORLD FINANCIAL CENTER, 225 LIB NEW YORK, NY 10281	15 BASIS POINTS ANNUALLY-60	

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
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CAP VALUE FUND I 151 DETROIT STREET DENVER, CO 80206	10 BASIS POINTS ANNUALLY-60	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE GROWTH STOCK FUND RET 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2010 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60	

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
PNC BANK, N.A.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2020 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2030 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PNC BANK, N.A.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2040 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60

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
PNC BANK, N.A.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T. ROWE PRICE RETIREMENT 2050 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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) <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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC. THRIFT AND PROFIT SHARING PLAN AND TRUST</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.</u>		D Employer Identification Number (EIN) <u>52-0555835</u>

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)		<u>2273271</u>
	(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)	<u>186506</u>	<u>179326</u>
	(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)	<u>27936475</u>	<u>29730594</u>
	(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	28122981	32183191

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	28122981	32183191
---	-----------	----------	----------

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)	628207	
(B) Participants	2a(1)(B)	1552053	
(C) Others (including rollovers)	2a(1)(C)	68083	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2248343
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)	6843	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6843
(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)	743513	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		743513
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	7015838	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	7014504	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1334
(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)		3039184
c Other income.....	2c		11364
d Total income. Add all income amounts in column (b) and enter total.....	2d		6050581

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1983796	
(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)		1983796
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)	6575	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6575
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1990371

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4060210
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: **ELLIN & TUCKER, CHARTERED**

(2) EIN: **52-0958934**

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		5000000
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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC. THRIFT AND PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.</u>	D Employer Identification Number (EIN) <u>52-0555835</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>25-1211909</u> <u>58-1428634</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.
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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): _____

**RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
December 31, 2012 and 2011**

Ellin & Tucker, Chartered



CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS



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RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
December 31, 2012 and 2011

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<u>SUPPLEMENTARY INFORMATION:</u>	
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BALTIMORE

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FAX: 410-727-1405

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Riggs, Counselman, Michaels and Downes, Inc.
Thrift and Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Riggs, Counselman, Michaels and Downes, Inc. Thrift and Profit Sharing Plan and Trust, which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011 and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by PNC Bank, N.A. and Reliance Trust Company, the Trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that Reliance Trust Company held the Plan's investment assets and executed investment transactions from January 1, 2011 through

INDEPENDENT MEMBER OF



WITH AFFILIATED OFFICES WORLDWIDE

INDEPENDENT AUDITORS' REPORT, CONTINUED

March 31, 2012 and PNC Bank, N.A. held the Plan's investment assets and executed investment transactions for the period from April 1, 2012 through December 31, 2012. The Plan Administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Disclaimer of Opinion

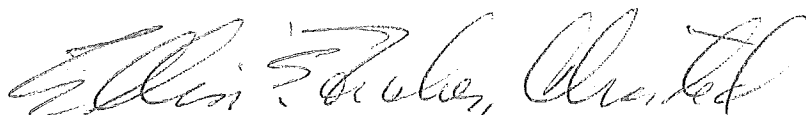
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script, likely representing a partner or principal of the firm.

ELLIN & TUCKER, CHARTERED
Certified Public Accountants

Baltimore, Maryland
July 22, 2013

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
 THRIFT AND PROFIT SHARING PLAN AND TRUST
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
 December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>ASSETS:</u>		
Investments, at Fair Value (Note 6)	\$ 32,003,865	\$ 27,936,475
<u>Receivables:</u>		
Notes Receivable from Participants	166,801	186,506
Employer Contributions	<u>250,000</u>	<u>-</u>
Total Assets	32,420,666	28,122,981
<u>LIABILITIES:</u>		
Excess Contributions Payable	<u>16,803</u>	<u>-</u>
Net Assets Available for Benefits	<u><u>\$ 32,403,863</u></u>	<u><u>\$ 28,122,981</u></u>

(See Independent Auditors' Report and Accompanying Notes)

RIGGS, COUNSELLMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
<u>Investment Income:</u>		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ 3,040,539	\$ (992,890)
Dividends	<u>754,877</u>	<u>586,161</u>
Total Investment Income (Loss)	<u>3,795,416</u>	<u>(406,729)</u>
Interest Income on Notes Receivable from Participants	<u>6,844</u>	<u>8,202</u>
<u>Contributions:</u>		
Employer - Profit Sharing	250,000	-
Employee - Thrift	1,537,500	1,539,991
Employer - Thrift	625,957	626,574
Rollover - Thrift	<u>68,083</u>	<u>524,929</u>
Total Contributions	<u>2,481,540</u>	<u>2,691,494</u>
Total Additions	<u>6,283,800</u>	<u>2,292,967</u>
DEDUCTIONS FROM NET ASSETS:		
Distributions to Participants	1,996,340	4,380,503
Other Expenses	<u>6,578</u>	<u>4,653</u>
Total Deductions	<u>2,002,918</u>	<u>4,385,156</u>
Net Increase (Decrease) in Net Assets Available for Benefits	4,280,882	(2,092,189)
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>28,122,981</u>	<u>30,215,170</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 32,403,863</u></u>	<u><u>\$ 28,122,981</u></u>

(See Independent Auditors' Report and Accompanying Notes)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following brief description of the Riggs, Counselman, Michaels and Downes, Inc. Thrift and Profit Sharing Plan and Trust (Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan covering substantially all full-time employees of Riggs, Counselman, Michaels and Downes, Inc. and its subsidiary, RCM&D Self-Insured Services Company, Inc., (collectively referred to as the Company). Employees are eligible to participate on the first day of the month following employment by direct contributions into various investment options. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Thrift Component

Contributions

The Plan provides for voluntary contributions of up to 100% of pretax salary or basic wages as defined by the Plan with a maximum limit defined by the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified defined contribution plans (rollover). The Company matches each participant's contribution, excluding rollovers, up to a maximum of 3% of the employee's base compensation per pay. Additional amounts may be contributed at the option of the Company's Board of Directors.

Participant Account

Each participant's account is credited with the participant's contributions, employer's matching contributions, and his/her share of Plan earnings, subject to certain limitations. Earnings and market value changes are credited to each account daily based on the ratio of participant's account to the total of all account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, Company matching contributions, and actual earnings thereon.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

Profit Sharing Plan Component

Contributions

Each year, the Plan provides for contributions by the Company in such amounts as may annually be determined by the Board of Directors based on the profitability of the Company but, in no event, shall any annual contribution, plus any forfeitures, during such year exceed 15% of the annual compensation of all participants as defined by the Plan. A discretionary contribution of \$250,000 was made for the 2012 plan year. There was no discretionary contribution allocated for the 2011 plan year.

Participant Accounts

Any employer profit sharing contributions are allocated based on a number of factors, including a participant's compensation and age, in a manner which complies with Federal Law. The participant's account is also credited with the net increase/decrease in earnings of the investments based on the ratio a participant's respective investment account bears to the total of all participants' accounts at the allocation date. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting in the participant's account plus actual earnings thereon is based on years of continuous service. A participant's account becomes vested in the profit sharing contributions generally over a six-year period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are valued at fair value. See Note 6 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is accrued as earned. Dividends are recorded on the ex-dividend dates.

(See Independent Auditors' Report)

RIGGS, COUNSELLMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

In the Statements of Changes in Net Assets Available for Benefits, the Plan presents the net change in the fair value of its investments, which consists of the realized gains and losses and the unrealized appreciation or depreciation of those investments during the year.

The investment committee meets twice a year to review the investment options to ensure they are appropriate for the Plan.

Contributions

The employee elective contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings. The employer discretionary contributions are recorded as determined by the Company.

Accounting Standards Codification

All references in the financial statements to the Codification refer to the Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (GAAP) issued by the Financial Accounting Standards Board. The Codification is the single source of authoritative GAAP in the United States.

Use of Estimates

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 changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent Events

The Plan has evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through July 22, 2013, the date the financial statements were available to be issued.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

Where applicable, recordkeeping fees of the Plan are paid by the Company and not charged against the participants' contributions or matching employer's contributions. Such expenses are not included in the accompanying statements. Fees related to the

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

management of the fund assets are paid by the participants in the form of an investment management fee paid by all shareholders of the mutual funds. Loan origination fees are paid by each participant who elects to borrow from the Plan. Participants that choose the Vanguard 500 Index Fund are subject to an annual 25 basis point administrative charge, which is deducted from participants' accounts quarterly.

Notes Receivable from Participants

Notes receivable from participants are carried at their unpaid principal balance plus accrued interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

3. FORFEITED ACCOUNTS

At December 31, 2012 and 2011, forfeitures amounted to \$42,715 and \$26,060, respectively. In 2012, there were no forfeitures allocated to participant accounts. A total of \$9,549 was allocated to participant accounts in 2011. Forfeitures will be used to reduce future Company contributions in accordance with Plan documents.

4. NOTES RECEIVABLE FROM PARTICIPANTS

The Plan has a loan provision, in which, participants may borrow up to 50% of their elective contribution account balances not to exceed \$50,000. Loan terms are for a maximum of five years or not to exceed 30 years if used to acquire a dwelling unit and must be repaid in equal installments not less than quarterly. The loans bear interest at PNC Bank N.A.'s prime rate plus .5% at the time of the loan and is fixed for the term of the loan. Interest rates on outstanding loans range from 3.75% to 10.5% as of December 31, 2012. Principal and interest are paid through payroll deductions. Loan balances are due and payable in full when a participant terminates employment.

5. PAYMENT OF BENEFITS

Participants who retire, die, become totally or permanently disabled, or terminate employment are entitled to receive the full value of their vested interest in their account, in a lump sum or installments. Participants become fully vested in their account balance upon death or disability.

6. INVESTMENTS

Reliance Trust Company was the Trustee of the Plan for the period from January 1, 2011 through March 31, 2012, and PNC Bank, N.A. was the Trustee for the Plan for the period from April 1, 2012 through December 31, 2012. The following information included in the financial statements as of and for the years ended December 31, 2012 and 2011 was certified by the Trustees as complete and accurate.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

Investments at fair value that represent 5% or more of the Plan's net assets are identified below:

	2012	2011
American Balanced Fund	\$ 4,687,749	\$ 3,458,063
American AM Cap Fund	2,814,362	2,935,047
American Capital Income Builder Fund	2,734,023	2,111,452
American Funds Intermediate Bond Fund	-	1,530,487
American EuroPacific Growth Fund	1,771,079	1,832,214
Franklin US Government Fund	-	2,246,208
American Fundamental Investors Fund	2,603,071	2,704,166
Liberty US Government Money Market	-	2,245,403
American Mutual Fund	1,826,309	1,708,816
Columbia Acorn Fund	1,914,536	1,706,937
Federated Total Return Gov't Bond	2,288,391	-
Federated Treasury Obligations	2,273,271	-
Dreyfus Bond Market Index	2,057,421	-
T. Rowe Price Growth Stock Fund Advisor	-	1,501,218

During 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,040,539. During 2011, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$992,890.

Investment gains consisted of the following:

	2012
Net Appreciation in Fair Value of Mutual Funds	\$ 3,040,539
Dividends	754,877
	<u>\$ 3,795,416</u>

Valuation of Investments

Investments are recorded at fair value in accordance with the provisions of the Fair Value Measurements and Disclosures Topic of the Codification, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the Codification are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodology used for assets measured at fair value:

Money Market and Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end. NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is 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.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Level 1 and Total	
	2012	2011
Money Market	\$ 2,273,271	\$ 2,245,403
Mutual Funds:		
Growth	15,517,611	15,047,602
Balanced	7,421,772	5,569,515
Fixed Income	4,345,812	3,776,695
Target Date	961,006	574,174
Index	835,539	558,613
Emerging Markets	648,854	164,473
Total Mutual Funds	29,730,594	25,691,072
Total	\$ 32,003,865	\$ 27,936,475

7. PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, the Company reserves the right to do so at any time subject to the provisions of ERISA. In the event of termination, the Plan's net assets shall be distributed to the participants, in cash or in kind, in one lump-sum payment.

8. TAX STATUS

The Plan received a letter from the Internal Revenue Service dated April 12, 2012, stating the Plan meets the qualification requirements of Section 401(a) of the Internal Revenue Code (IRC) and, accordingly, is exempt from income taxes. The Plan has since been amended. However, the Plan sponsor and the Plan's tax counsel believe the Plan is designed and currently operating in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate uncertain tax positions for recognition in the financial statements. The Plan Administrator has concluded that there were no uncertain tax positions taken as of December 31, 2012. The Plan is no longer subject to routine tax examinations for years prior to 2009.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

9. RISKS AND UNCERTAINTIES

The Plan provides for investments in various investment securities, which are exposed to various risks, such as interest rate, credit and overall volatility. 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 such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Form 5500:

Net Assets Available for Benefits per the Financial Statements	\$ 32,403,863
Less: Employer Contributions Not Accrued on Form 5500	(250,000)
Add: Excess Contributions Payable	16,803
Add: Adjustment for Delinquent Loan	<u>12,525</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 32,183,191</u>

The following is a reconciliation of changes in net assets available for benefits as presented in the financial statements for the years ended December 31, 2012 and 2011 to Form 5500:

	<u>2012</u>	<u>2011</u>
Net Increase (Decrease) in Plan Assets as Presented in the Financial Statements	\$ 4,280,882	\$ (2,092,189)
Add: Employer Contributions Not Accrued on Form 5500 – Prior Year	-	500,000
Add: Excess Contributions Payable – Current Year	16,803	-
Add: Distributions for Delinquent Loan	12,525	-
Less: Employer Contributions Not Accrued on Form 5500 – Current Year	(250,000)	-
Less: Excess Contributions Payable – Prior Year	<u>-</u>	<u>(7,189)</u>
Net Increase (Decrease) in Plan Assets as Presented in Form 5500	<u>\$ 4,060,210</u>	<u>\$ (1,599,378)</u>

(See Independent Auditors' Report)

SUPPLEMENTARY INFORMATION

RIGGS, COUNSELLMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan Number: 003
Plan Sponsor: Riggs, Counselman, Michaels and Downes, Inc.
Employer Identification Number: 52-0555835
Date: December 31, 2012

(a) Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
American Balanced Fund	Registered Investment Company		\$ 4,687,749
American AM Cap Fund	Registered Investment Company		2,814,362
American Capital Income Builder Fund	Registered Investment Company		2,734,023
American EuroPacific Growth Fund	Registered Investment Company		1,771,079
American Fundamental Investors Fund	Registered Investment Company		2,603,071
American Mutual Fund	Registered Investment Company		1,826,309
Artisan International Value Fund	Registered Investment Company		1,302,252
Columbia Acorn Fund	Registered Investment Company		1,914,536
Dreyfus Bond Market Index	Registered Investment Company		2,057,421
Federated Treasury Obligations	Registered Investment Company		2,273,271
Federated Total Return Gov't Bond	Registered Investment Company		2,288,391
Fidelity Advisor Small Cap Growth Fund	Registered Investment Company		635,032
Goldman Sachs Value Fund	Registered Investment Company		360,020
Oppenheimer Developing Markets	Registered Investment Company		648,854
Perkins Mid Cap Value	Registered Investment Company		702,433
T. Rowe Price Growth Stock Fund Advisor	Registered Investment Company		1,588,517
T. Rowe Price Retirement 2010	Registered Investment Company		91,244
T. Rowe Price Retirement 2020	Registered Investment Company		259,202
T. Rowe Price Retirement 2030	Registered Investment Company		368,208
T. Rowe Price Retirement 2040	Registered Investment Company		138,545
T. Rowe Price Retirement 2050	Registered Investment Company		103,807
Vanguard 500 Index Fund	Registered Investment Company		835,539
			<u>32,003,865</u>
*Notes Receivable from Participants	Interest Rates Ranging from 3.75% to 10.5%, Maturity Dates from February 2013 to August 2024		<u>166,801</u>
Totals			<u><u>\$ 32,170,666</u></u>

Information certified as complete and accurate by PNC Bank, N.A.

*Party-In-Interest

(See Independent Auditors' Report)

**RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
December 31, 2012 and 2011**

Ellin & Tucker, Chartered



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RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
December 31, 2012 and 2011

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Riggs, Counselman, Michaels and Downes, Inc.
Thrift and Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Riggs, Counselman, Michaels and Downes, Inc. Thrift and Profit Sharing Plan and Trust, which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011 and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by PNC Bank, N.A. and Reliance Trust Company, the Trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that Reliance Trust Company held the Plan's investment assets and executed investment transactions from January 1, 2011 through

INDEPENDENT MEMBER OF



WITH AFFILIATED OFFICES WORLDWIDE

INDEPENDENT AUDITORS' REPORT, CONTINUED

March 31, 2012 and PNC Bank, N.A. held the Plan's investment assets and executed investment transactions for the period from April 1, 2012 through December 31, 2012. The Plan Administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Disclaimer of Opinion

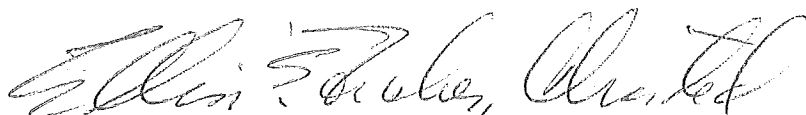
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



ELLIN & TUCKER, CHARTERED
Certified Public Accountants

Baltimore, Maryland
July 22, 2013

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>ASSETS:</u>		
Investments, at Fair Value (Note 6)	\$ 32,003,865	\$ 27,936,475
<u>Receivables:</u>		
Notes Receivable from Participants	166,801	186,506
Employer Contributions	<u>250,000</u>	<u>-</u>
Total Assets	32,420,666	28,122,981
<u>LIABILITIES:</u>		
Excess Contributions Payable	<u>16,803</u>	<u>-</u>
Net Assets Available for Benefits	<u><u>\$ 32,403,863</u></u>	<u><u>\$ 28,122,981</u></u>

(See Independent Auditors' Report and Accompanying Notes)

RIGGS, COUNSELLMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
<u>Investment Income:</u>		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ 3,040,539	\$ (992,890)
Dividends	754,877	586,161
	<u>3,795,416</u>	<u>(406,729)</u>
Total Investment Income (Loss)		
Interest Income on Notes Receivable from Participants	6,844	8,202
	<u>6,844</u>	<u>8,202</u>
<u>Contributions:</u>		
Employer - Profit Sharing	250,000	-
Employee - Thrift	1,537,500	1,539,991
Employer - Thrift	625,957	626,574
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	<u>2,481,540</u>	<u>2,691,494</u>
Total Contributions		
Total Additions	<u>6,283,800</u>	<u>2,292,967</u>
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Distributions to Participants	1,996,340	4,380,503
Other Expenses	6,578	4,653
	<u>2,002,918</u>	<u>4,385,156</u>
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(See Independent Auditors' Report and Accompanying Notes)

**RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS**

1. DESCRIPTION OF PLAN

The following brief description of the Riggs, Counselman, Michaels and Downes, Inc. Thrift and Profit Sharing Plan and Trust (Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan covering substantially all full-time employees of Riggs, Counselman, Michaels and Downes, Inc. and its subsidiary, RCM&D Self-Insured Services Company, Inc., (collectively referred to as the Company). Employees are eligible to participate on the first day of the month following employment by direct contributions into various investment options. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Thrift Component

Contributions

The Plan provides for voluntary contributions of up to 100% of pretax salary or basic wages as defined by the Plan with a maximum limit defined by the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified defined contribution plans (rollover). The Company matches each participant's contribution, excluding rollovers, up to a maximum of 3% of the employee's base compensation per pay. Additional amounts may be contributed at the option of the Company's Board of Directors.

Participant Account

Each participant's account is credited with the participant's contributions, employer's matching contributions, and his/her share of Plan earnings, subject to certain limitations. Earnings and market value changes are credited to each account daily based on the ratio of participant's account to the total of all account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, Company matching contributions, and actual earnings thereon.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

Profit Sharing Plan Component

Contributions

Each year, the Plan provides for contributions by the Company in such amounts as may annually be determined by the Board of Directors based on the profitability of the Company but, in no event, shall any annual contribution, plus any forfeitures, during such year exceed 15% of the annual compensation of all participants as defined by the Plan. A discretionary contribution of \$250,000 was made for the 2012 plan year. There was no discretionary contribution allocated for the 2011 plan year.

Participant Accounts

Any employer profit sharing contributions are allocated based on a number of factors, including a participant's compensation and age, in a manner which complies with Federal Law. The participant's account is also credited with the net increase/decrease in earnings of the investments based on the ratio a participant's respective investment account bears to the total of all participants' accounts at the allocation date. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting in the participant's account plus actual earnings thereon is based on years of continuous service. A participant's account becomes vested in the profit sharing contributions generally over a six-year period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are valued at fair value. See Note 6 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is accrued as earned. Dividends are recorded on the ex-dividend dates.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

In the Statements of Changes in Net Assets Available for Benefits, the Plan presents the net change in the fair value of its investments, which consists of the realized gains and losses and the unrealized appreciation or depreciation of those investments during the year.

The investment committee meets twice a year to review the investment options to ensure they are appropriate for the Plan.

Contributions

The employee elective contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings. The employer discretionary contributions are recorded as determined by the Company.

Accounting Standards Codification

All references in the financial statements to the Codification refer to the Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (GAAP) issued by the Financial Accounting Standards Board. The Codification is the single source of authoritative GAAP in the United States.

Use of Estimates

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 changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent Events

The Plan has evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through July 22, 2013, the date the financial statements were available to be issued.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

Where applicable, recordkeeping fees of the Plan are paid by the Company and not charged against the participants' contributions or matching employer's contributions. Such expenses are not included in the accompanying statements. Fees related to the

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

management of the fund assets are paid by the participants in the form of an investment management fee paid by all shareholders of the mutual funds. Loan origination fees are paid by each participant who elects to borrow from the Plan. Participants that choose the Vanguard 500 Index Fund are subject to an annual 25 basis point administrative charge, which is deducted from participants' accounts quarterly.

Notes Receivable from Participants

Notes receivable from participants are carried at their unpaid principal balance plus accrued interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

3. FORFEITED ACCOUNTS

At December 31, 2012 and 2011, forfeitures amounted to \$42,715 and \$26,060, respectively. In 2012, there were no forfeitures allocated to participant accounts. A total of \$9,549 was allocated to participant accounts in 2011. Forfeitures will be used to reduce future Company contributions in accordance with Plan documents.

4. NOTES RECEIVABLE FROM PARTICIPANTS

The Plan has a loan provision, in which, participants may borrow up to 50% of their elective contribution account balances not to exceed \$50,000. Loan terms are for a maximum of five years or not to exceed 30 years if used to acquire a dwelling unit and must be repaid in equal installments not less than quarterly. The loans bear interest at PNC Bank N.A.'s prime rate plus .5% at the time of the loan and is fixed for the term of the loan. Interest rates on outstanding loans range from 3.75% to 10.5% as of December 31, 2012. Principal and interest are paid through payroll deductions. Loan balances are due and payable in full when a participant terminates employment.

5. PAYMENT OF BENEFITS

Participants who retire, die, become totally or permanently disabled, or terminate employment are entitled to receive the full value of their vested interest in their account, in a lump sum or installments. Participants become fully vested in their account balance upon death or disability.

6. INVESTMENTS

Reliance Trust Company was the Trustee of the Plan for the period from January 1, 2011 through March 31, 2012, and PNC Bank, N.A. was the Trustee for the Plan for the period from April 1, 2012 through December 31, 2012. The following information included in the financial statements as of and for the years ended December 31, 2012 and 2011 was certified by the Trustees as complete and accurate.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

Investments at fair value that represent 5% or more of the Plan's net assets are identified below:

	2012	2011
American Balanced Fund	\$ 4,687,749	\$ 3,458,063
American AM Cap Fund	2,814,362	2,935,047
American Capital Income Builder Fund	2,734,023	2,111,452
American Funds Intermediate Bond Fund	-	1,530,487
American EuroPacific Growth Fund	1,771,079	1,832,214
Franklin US Government Fund	-	2,246,208
American Fundamental Investors Fund	2,603,071	2,704,166
Liberty US Government Money Market	-	2,245,403
American Mutual Fund	1,826,309	1,708,816
Columbia Acorn Fund	1,914,536	1,706,937
Federated Total Return Gov't Bond	2,288,391	-
Federated Treasury Obligations	2,273,271	-
Dreyfus Bond Market Index	2,057,421	-
T. Rowe Price Growth Stock Fund Advisor	-	1,501,218

During 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,040,539. During 2011, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$992,890.

Investment gains consisted of the following:

	2012
Net Appreciation in Fair Value of Mutual Funds	\$ 3,040,539
Dividends	754,877
	<u>\$ 3,795,416</u>

Valuation of Investments

Investments are recorded at fair value in accordance with the provisions of the Fair Value Measurements and Disclosures Topic of the Codification, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the Codification are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodology used for assets measured at fair value:

Money Market and Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end. NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is 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.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Level 1 and Total	
	2012	2011
Money Market	\$ 2,273,271	\$ 2,245,403
Mutual Funds:		
Growth	15,517,611	15,047,602
Balanced	7,421,772	5,569,515
Fixed Income	4,345,812	3,776,695
Target Date	961,006	574,174
Index	835,539	558,613
Emerging Markets	648,854	164,473
Total Mutual Funds	29,730,594	25,691,072
Total	\$ 32,003,865	\$ 27,936,475

7. PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, the Company reserves the right to do so at any time subject to the provisions of ERISA. In the event of termination, the Plan's net assets shall be distributed to the participants, in cash or in kind, in one lump-sum payment.

8. TAX STATUS

The Plan received a letter from the Internal Revenue Service dated April 12, 2012, stating the Plan meets the qualification requirements of Section 401(a) of the Internal Revenue Code (IRC) and, accordingly, is exempt from income taxes. The Plan has since been amended. However, the Plan sponsor and the Plan's tax counsel believe the Plan is designed and currently operating in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate uncertain tax positions for recognition in the financial statements. The Plan Administrator has concluded that there were no uncertain tax positions taken as of December 31, 2012. The Plan is no longer subject to routine tax examinations for years prior to 2009.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

9. RISKS AND UNCERTAINTIES

The Plan provides for investments in various investment securities, which are exposed to various risks, such as interest rate, credit and overall volatility. 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 such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Form 5500:

Net Assets Available for Benefits per the Financial Statements	\$ 32,403,863
Less: Employer Contributions Not Accrued on Form 5500	(250,000)
Add: Excess Contributions Payable	16,803
Add: Adjustment for Delinquent Loan	<u>12,525</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 32,183,191</u>

The following is a reconciliation of changes in net assets available for benefits as presented in the financial statements for the years ended December 31, 2012 and 2011 to Form 5500:

	<u>2012</u>	<u>2011</u>
Net Increase (Decrease) in Plan Assets as Presented in the Financial Statements	\$ 4,280,882	\$ (2,092,189)
Add: Employer Contributions Not Accrued on Form 5500 – Prior Year	-	500,000
Add: Excess Contributions Payable – Current Year	16,803	-
Add: Distributions for Delinquent Loan	12,525	-
Less: Employer Contributions Not Accrued on Form 5500 – Current Year	(250,000)	-
Less: Excess Contributions Payable – Prior Year	<u>-</u>	<u>(7,189)</u>
Net Increase (Decrease) in Plan Assets as Presented in Form 5500	<u>\$ 4,060,210</u>	<u>\$ (1,599,378)</u>

(See Independent Auditors' Report)

SUPPLEMENTARY INFORMATION

RIGGS, COUNSELLMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan Number: 003
Plan Sponsor: Riggs, Counselman, Michaels and Downes, Inc.
Employer Identification Number: 52-0555835
Date: December 31, 2012

(a) (b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
American Balanced Fund	Registered Investment Company		\$ 4,687,749
American AM Cap Fund	Registered Investment Company		2,814,362
American Capital Income Builder Fund	Registered Investment Company		2,734,023
American EuroPacific Growth Fund	Registered Investment Company		1,771,079
American Fundamental Investors Fund	Registered Investment Company		2,603,071
American Mutual Fund	Registered Investment Company		1,826,309
Artisan International Value Fund	Registered Investment Company		1,302,252
Columbia Acorn Fund	Registered Investment Company		1,914,536
Dreyfus Bond Market Index	Registered Investment Company		2,057,421
Federated Treasury Obligations	Registered Investment Company		2,273,271
Federated Total Return Gov't Bond	Registered Investment Company		2,288,391
Fidelity Advisor Small Cap Growth Fund	Registered Investment Company		635,032
Goldman Sachs Value Fund	Registered Investment Company		360,020
Oppenheimer Developing Markets	Registered Investment Company		648,854
Perkins Mid Cap Value	Registered Investment Company		702,433
T. Rowe Price Growth Stock Fund Advisor	Registered Investment Company		1,588,517
T. Rowe Price Retirement 2010	Registered Investment Company		91,244
T. Rowe Price Retirement 2020	Registered Investment Company		259,202
T. Rowe Price Retirement 2030	Registered Investment Company		368,208
T. Rowe Price Retirement 2040	Registered Investment Company		138,545
T. Rowe Price Retirement 2050	Registered Investment Company		103,807
Vanguard 500 Index Fund	Registered Investment Company		835,539
			<u>32,003,865</u>
*Notes Receivable from Participants	Interest Rates Ranging from 3.75% to 10.5%, Maturity Dates from February 2013 to August 2024		<u>166,801</u>
Totals			<u><u>\$ 32,170,666</u></u>

Information certified as complete and accurate by PNC Bank, N.A.

*Party-In-Interest

(See Independent Auditors' Report)

**RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
December 31, 2012 and 2011**

Ellin & Tucker, Chartered



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RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
FINANCIAL STATEMENTS
December 31, 2012 and 2011

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<u>SUPPLEMENTARY INFORMATION:</u>	
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)	13

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Riggs, Counselman, Michaels and Downes, Inc.
Thrift and Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Riggs, Counselman, Michaels and Downes, Inc. Thrift and Profit Sharing Plan and Trust, which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011 and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by PNC Bank, N.A. and Reliance Trust Company, the Trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that Reliance Trust Company held the Plan's investment assets and executed investment transactions from January 1, 2011 through

INDEPENDENT MEMBER OF



WITH AFFILIATED OFFICES WORLDWIDE

INDEPENDENT AUDITORS' REPORT, CONTINUED

March 31, 2012 and PNC Bank, N.A. held the Plan's investment assets and executed investment transactions for the period from April 1, 2012 through December 31, 2012. The Plan Administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Disclaimer of Opinion

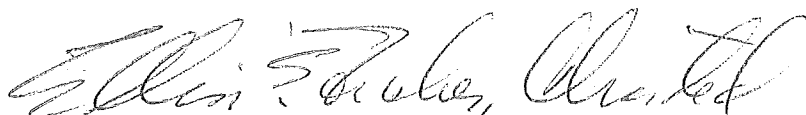
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script, likely reading 'Ellin & Tucker, Chartered', is written over the printed name of the firm.

ELLIN & TUCKER, CHARTERED
Certified Public Accountants

Baltimore, Maryland
July 22, 2013

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
 THRIFT AND PROFIT SHARING PLAN AND TRUST
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
 December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>ASSETS:</u>		
Investments, at Fair Value (Note 6)	\$ 32,003,865	\$ 27,936,475
<u>Receivables:</u>		
Notes Receivable from Participants	166,801	186,506
Employer Contributions	<u>250,000</u>	<u>-</u>
Total Assets	32,420,666	28,122,981
<u>LIABILITIES:</u>		
Excess Contributions Payable	<u>16,803</u>	<u>-</u>
Net Assets Available for Benefits	<u><u>\$ 32,403,863</u></u>	<u><u>\$ 28,122,981</u></u>

(See Independent Auditors' Report and Accompanying Notes)

RIGGS, COUNSELLMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
<u>Investment Income:</u>		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ 3,040,539	\$ (992,890)
Dividends	754,877	586,161
	<u>3,795,416</u>	<u>(406,729)</u>
Total Investment Income (Loss)		
Interest Income on Notes Receivable from Participants	6,844	8,202
	<u>6,844</u>	<u>8,202</u>
<u>Contributions:</u>		
Employer - Profit Sharing	250,000	-
Employee - Thrift	1,537,500	1,539,991
Employer - Thrift	625,957	626,574
Rollover - Thrift	68,083	524,929
	<u>2,481,540</u>	<u>2,691,494</u>
Total Contributions		
Total Additions	<u>6,283,800</u>	<u>2,292,967</u>
DEDUCTIONS FROM NET ASSETS:		
Distributions to Participants	1,996,340	4,380,503
Other Expenses	6,578	4,653
	<u>2,002,918</u>	<u>4,385,156</u>
Total Deductions		
Net Increase (Decrease) in Net Assets Available for Benefits	4,280,882	(2,092,189)
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>28,122,981</u>	<u>30,215,170</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u>\$ 32,403,863</u>	<u>\$ 28,122,981</u>

(See Independent Auditors' Report and Accompanying Notes)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following brief description of the Riggs, Counselman, Michaels and Downes, Inc. Thrift and Profit Sharing Plan and Trust (Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan covering substantially all full-time employees of Riggs, Counselman, Michaels and Downes, Inc. and its subsidiary, RCM&D Self-Insured Services Company, Inc., (collectively referred to as the Company). Employees are eligible to participate on the first day of the month following employment by direct contributions into various investment options. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Thrift Component

Contributions

The Plan provides for voluntary contributions of up to 100% of pretax salary or basic wages as defined by the Plan with a maximum limit defined by the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified defined contribution plans (rollover). The Company matches each participant's contribution, excluding rollovers, up to a maximum of 3% of the employee's base compensation per pay. Additional amounts may be contributed at the option of the Company's Board of Directors.

Participant Account

Each participant's account is credited with the participant's contributions, employer's matching contributions, and his/her share of Plan earnings, subject to certain limitations. Earnings and market value changes are credited to each account daily based on the ratio of participant's account to the total of all account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, Company matching contributions, and actual earnings thereon.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

Profit Sharing Plan Component

Contributions

Each year, the Plan provides for contributions by the Company in such amounts as may annually be determined by the Board of Directors based on the profitability of the Company but, in no event, shall any annual contribution, plus any forfeitures, during such year exceed 15% of the annual compensation of all participants as defined by the Plan. A discretionary contribution of \$250,000 was made for the 2012 plan year. There was no discretionary contribution allocated for the 2011 plan year.

Participant Accounts

Any employer profit sharing contributions are allocated based on a number of factors, including a participant's compensation and age, in a manner which complies with Federal Law. The participant's account is also credited with the net increase/decrease in earnings of the investments based on the ratio a participant's respective investment account bears to the total of all participants' accounts at the allocation date. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting in the participant's account plus actual earnings thereon is based on years of continuous service. A participant's account becomes vested in the profit sharing contributions generally over a six-year period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are valued at fair value. See Note 6 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is accrued as earned. Dividends are recorded on the ex-dividend dates.

(See Independent Auditors' Report)

RIGGS, COUNSELMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS, CONTINUED

In the Statements of Changes in Net Assets Available for Benefits, the Plan presents the net change in the fair value of its investments, which consists of the realized gains and losses and the unrealized appreciation or depreciation of those investments during the year.

The investment committee meets twice a year to review the investment options to ensure they are appropriate for the Plan.

Contributions

The employee elective contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings. The employer discretionary contributions are recorded as determined by the Company.

Accounting Standards Codification

All references in the financial statements to the Codification refer to the Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (GAAP) issued by the Financial Accounting Standards Board. The Codification is the single source of authoritative GAAP in the United States.

Use of Estimates

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 changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent Events

The Plan has evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through July 22, 2013, the date the financial statements were available to be issued.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

Where applicable, recordkeeping fees of the Plan are paid by the Company and not charged against the participants' contributions or matching employer's contributions. Such expenses are not included in the accompanying statements. Fees related to the

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management of the fund assets are paid by the participants in the form of an investment management fee paid by all shareholders of the mutual funds. Loan origination fees are paid by each participant who elects to borrow from the Plan. Participants that choose the Vanguard 500 Index Fund are subject to an annual 25 basis point administrative charge, which is deducted from participants' accounts quarterly.

Notes Receivable from Participants

Notes receivable from participants are carried at their unpaid principal balance plus accrued interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

3. FORFEITED ACCOUNTS

At December 31, 2012 and 2011, forfeitures amounted to \$42,715 and \$26,060, respectively. In 2012, there were no forfeitures allocated to participant accounts. A total of \$9,549 was allocated to participant accounts in 2011. Forfeitures will be used to reduce future Company contributions in accordance with Plan documents.

4. NOTES RECEIVABLE FROM PARTICIPANTS

The Plan has a loan provision, in which, participants may borrow up to 50% of their elective contribution account balances not to exceed \$50,000. Loan terms are for a maximum of five years or not to exceed 30 years if used to acquire a dwelling unit and must be repaid in equal installments not less than quarterly. The loans bear interest at PNC Bank N.A.'s prime rate plus .5% at the time of the loan and is fixed for the term of the loan. Interest rates on outstanding loans range from 3.75% to 10.5% as of December 31, 2012. Principal and interest are paid through payroll deductions. Loan balances are due and payable in full when a participant terminates employment.

5. PAYMENT OF BENEFITS

Participants who retire, die, become totally or permanently disabled, or terminate employment are entitled to receive the full value of their vested interest in their account, in a lump sum or installments. Participants become fully vested in their account balance upon death or disability.

6. INVESTMENTS

Reliance Trust Company was the Trustee of the Plan for the period from January 1, 2011 through March 31, 2012, and PNC Bank, N.A. was the Trustee for the Plan for the period from April 1, 2012 through December 31, 2012. The following information included in the financial statements as of and for the years ended December 31, 2012 and 2011 was certified by the Trustees as complete and accurate.

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Investments at fair value that represent 5% or more of the Plan's net assets are identified below:

	2012	2011
American Balanced Fund	\$ 4,687,749	\$ 3,458,063
American AM Cap Fund	2,814,362	2,935,047
American Capital Income Builder Fund	2,734,023	2,111,452
American Funds Intermediate Bond Fund	-	1,530,487
American EuroPacific Growth Fund	1,771,079	1,832,214
Franklin US Government Fund	-	2,246,208
American Fundamental Investors Fund	2,603,071	2,704,166
Liberty US Government Money Market	-	2,245,403
American Mutual Fund	1,826,309	1,708,816
Columbia Acorn Fund	1,914,536	1,706,937
Federated Total Return Gov't Bond	2,288,391	-
Federated Treasury Obligations	2,273,271	-
Dreyfus Bond Market Index	2,057,421	-
T. Rowe Price Growth Stock Fund Advisor	-	1,501,218

During 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,040,539. During 2011, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$992,890.

Investment gains consisted of the following:

	2012
Net Appreciation in Fair Value of Mutual Funds	\$ 3,040,539
Dividends	754,877
	<u>\$ 3,795,416</u>

Valuation of Investments

Investments are recorded at fair value in accordance with the provisions of the Fair Value Measurements and Disclosures Topic of the Codification, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for

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identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the Codification are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
 - If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodology used for assets measured at fair value:

Money Market and Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end. NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is 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.

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The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Level 1 and Total	
	2012	2011
Money Market	\$ 2,273,271	\$ 2,245,403
<u>Mutual Funds:</u>		
Growth	15,517,611	15,047,602
Balanced	7,421,772	5,569,515
Fixed Income	4,345,812	3,776,695
Target Date	961,006	574,174
Index	835,539	558,613
Emerging Markets	648,854	164,473
Total Mutual Funds	29,730,594	25,691,072
Total	\$ 32,003,865	\$ 27,936,475

7. PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, the Company reserves the right to do so at any time subject to the provisions of ERISA. In the event of termination, the Plan's net assets shall be distributed to the participants, in cash or in kind, in one lump-sum payment.

8. TAX STATUS

The Plan received a letter from the Internal Revenue Service dated April 12, 2012, stating the Plan meets the qualification requirements of Section 401(a) of the Internal Revenue Code (IRC) and, accordingly, is exempt from income taxes. The Plan has since been amended. However, the Plan sponsor and the Plan's tax counsel believe the Plan is designed and currently operating in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate uncertain tax positions for recognition in the financial statements. The Plan Administrator has concluded that there were no uncertain tax positions taken as of December 31, 2012. The Plan is no longer subject to routine tax examinations for years prior to 2009.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

9. RISKS AND UNCERTAINTIES

The Plan provides for investments in various investment securities, which are exposed to various risks, such as interest rate, credit and overall volatility. 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 such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Form 5500:

Net Assets Available for Benefits per the Financial Statements	\$ 32,403,863
Less: Employer Contributions Not Accrued on Form 5500	(250,000)
Add: Excess Contributions Payable	16,803
Add: Adjustment for Delinquent Loan	<u>12,525</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 32,183,191</u>

The following is a reconciliation of changes in net assets available for benefits as presented in the financial statements for the years ended December 31, 2012 and 2011 to Form 5500:

	<u>2012</u>	<u>2011</u>
Net Increase (Decrease) in Plan Assets as Presented in the Financial Statements	\$ 4,280,882	\$ (2,092,189)
Add: Employer Contributions Not Accrued on Form 5500 – Prior Year	-	500,000
Add: Excess Contributions Payable – Current Year	16,803	-
Add: Distributions for Delinquent Loan	12,525	-
Less: Employer Contributions Not Accrued on Form 5500 – Current Year	(250,000)	-
Less: Excess Contributions Payable – Prior Year	<u>-</u>	<u>(7,189)</u>
Net Increase (Decrease) in Plan Assets as Presented in Form 5500	<u>\$ 4,060,210</u>	<u>\$ (1,599,378)</u>

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SUPPLEMENTARY INFORMATION

RIGGS, COUNSELLMAN, MICHAELS AND DOWNES, INC.
THRIFT AND PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan Number: 003
Plan Sponsor: Riggs, Counselman, Michaels and Downes, Inc.
Employer Identification Number: 52-0555835
Date: December 31, 2012

(a) (b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
American Balanced Fund	Registered Investment Company		\$ 4,687,749
American AM Cap Fund	Registered Investment Company		2,814,362
American Capital Income Builder Fund	Registered Investment Company		2,734,023
American EuroPacific Growth Fund	Registered Investment Company		1,771,079
American Fundamental Investors Fund	Registered Investment Company		2,603,071
American Mutual Fund	Registered Investment Company		1,826,309
Artisan International Value Fund	Registered Investment Company		1,302,252
Columbia Acorn Fund	Registered Investment Company		1,914,536
Dreyfus Bond Market Index	Registered Investment Company		2,057,421
Federated Treasury Obligations	Registered Investment Company		2,273,271
Federated Total Return Gov't Bond	Registered Investment Company		2,288,391
Fidelity Advisor Small Cap Growth Fund	Registered Investment Company		635,032
Goldman Sachs Value Fund	Registered Investment Company		360,020
Oppenheimer Developing Markets	Registered Investment Company		648,854
Perkins Mid Cap Value	Registered Investment Company		702,433
T. Rowe Price Growth Stock Fund Advisor	Registered Investment Company		1,588,517
T. Rowe Price Retirement 2010	Registered Investment Company		91,244
T. Rowe Price Retirement 2020	Registered Investment Company		259,202
T. Rowe Price Retirement 2030	Registered Investment Company		368,208
T. Rowe Price Retirement 2040	Registered Investment Company		138,545
T. Rowe Price Retirement 2050	Registered Investment Company		103,807
Vanguard 500 Index Fund	Registered Investment Company		835,539
			<u>32,003,865</u>
*Notes Receivable from Participants	Interest Rates Ranging from 3.75% to 10.5%, Maturity Dates from February 2013 to August 2024		<u>166,801</u>
Totals			<u><u>\$ 32,170,666</u></u>

Information certified as complete and accurate by PNC Bank, N.A.

*Party-In-Interest

(See Independent Auditors' Report)