

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
---	---	---

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:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>SANDLER, O NEILL & PARTNERS, L.P. PROFIT SHARING 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1989</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan <u>01/01/1989</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SANDLER, O NEILL & PARTNERS, L.P.</u> <u>919 THIRD AVE</u> <u>NEW YORK, NY 10022</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>13-3481277</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>212-466-7781</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>523110</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-3481277</u>		2c Sponsor's telephone number <u>212-466-7781</u>		2d Business code (see instructions) <u>523110</u>	
2b Employer Identification Number (EIN) <u>13-3481277</u>							
2c Sponsor's telephone number <u>212-466-7781</u>							
2d Business code (see instructions) <u>523110</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>09/17/2013</u> Date	<u>MAY DELLAPIETRA</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> 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		5 333
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	298
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	49
d Subtotal. Add lines 6a , 6b , and 6c	6d	347
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	348
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	276
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	13
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2J 3B 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> 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 SANDLER, O NEILL & PARTNERS, L.P. PROFIT SHARING 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SANDLER, O NEILL & PARTNERS, L.P.	D Employer Identification Number (EIN) 13-3481277

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

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

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

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

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

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

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

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

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

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

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

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

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)

JANUS FUNDS

43-1804048

(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?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	67134	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

ING INSTITUTIONAL PLAN SERVICE, LLC

04-3516284

(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?
26 60 65	SERVICE PROVIDER	1159	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	62783	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

T. ROWE PRICE FUNDS

52-2264646

(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?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	47852	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)

JP MORGAN FUNDS

13-2624428

(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?
28 52	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	42858	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

ING FINANCIAL ADVISERS

06-1375177

(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?
63	BROKER/DEALER	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	3390	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

ROYCE FUNDS

52-2343049

(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?
28 52	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	29530	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)

LOOMIS SAYLES

04-3200030

(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?
28 52	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	28402	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

AMERICAN FUNDS

95-1411037

(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?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	23993	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

LEGG MASON FUNDS

52-1200960

(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?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	17999	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)

INVESCO FUNDS

58-2287224

(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?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	15686	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

ING MUTUAL FUNDS

95-4516049

(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?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	12819	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

CRM FUNDS

13-3977282

(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?
28 52	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	7611	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)

COLUMBIA WANGER ASSET MANAGEMENT

93-0577450

(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?
28 52	INVESTMENT PRODUCT PROVID	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	5850	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
AMERICAN FUNDS	28 52 63	15819

(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 R4 02-0488491	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	8174

(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 FDMNTL INV R4 22-1557722	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CRM FUNDS	28 52	7611

(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.
CRM MID CAP VALUE FUND INV 01-0513518	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

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
COLUMBIA WANGER ASSET MANAGEMENT	28 52	5850

(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.
COLUMBIA INTERMEDIATE BOND FUND Z 36-2988056	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	4653

(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 R4 95-1411037	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	3096

(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 FDMNTL INV R4 22-1557722	12B-1 DISTRIBUTION FEES

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
ING FINANCIAL ADVISERS	63	1978
(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.	
ING GNMA INCOME FUND A 22-2013958	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	1688
(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.	
ING U.S. STOCK INDEX PORTFOLIO SRV 55-0839540	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	3111
(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.	
INVESCO SMALL CAP GROWTH FUND INV 94-2362417	12B-1 DISTRIBUTION FEES	

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
ING FINANCIAL ADVISERS	63	2376
(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.	
JANUS ENTERPRISE FUND A 84-0592523	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	9269
(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.	
TROWEPRC EQUITY INCOME FUND ADV 52-1424600	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	1231
(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.	
TROWEPRC INTERNATIONAL BOND FUND AD 52-1474854	12B-1 DISTRIBUTION FEES	

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
ING FINANCIAL ADVISERS	63	3194
(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.	
WESTERN ASST GOVT MONEY MARKET FND 52-1268629	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	1861
(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 R4 95-1411037	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	1238
(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 FDMNTL INV R4 22-1557722	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING INSTITUTIONAL PLAN SERVICE, LLC	60	2979
(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.	
CRM MID CAP VALUE FUND INV 01-0513518	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	3368
(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.	
COLUMBIA INTERMEDIATE BOND FUND Z 36-2988056	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	1345
(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.	
ING GNMA INCOME FUND A 22-2013958	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING INSTITUTIONAL PLAN SERVICE, LLC	60 65	3768
(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.	
ING U.S. STOCK INDEX PORTFOLIO SRV 55-0839540	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	3111
(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.	
INVESCO SMALL CAP GROWTH FUND INV 94-2362417	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	6800
(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.	
JPMORGAN EMERGING MKTS EQTY FND SEL 04-3194271	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING INSTITUTIONAL PLAN SERVICE, LLC	60	15326
(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.	
JANUS TWENTY FUND T 84-0972319	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	2559
(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.	
LOOMIS SAYLES BOND FUND INST 04-3219179	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	3083
(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.	
LOOMIS SAYLES SM CP VALUE FND INST 04-3113285	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING INSTITUTIONAL PLAN SERVICE, LLC	60	3880
(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.	
ROYCE MICRO-CAP FUND INV 13-3139046	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	5562
(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.	
TROWEPRC EQUITY INCOME FUND ADV 52-1424600	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	3993
(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.	
WESTERN ASST GOVT MONEY MARKET FND 52-1268629	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING MUTUAL FUNDS	28 52 63	7359
(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.	
ING GNMA INCOME FUND A 22-2013958	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	5461
(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.	
ING U.S. STOCK INDEX PORTFOLIO SRV 55-0839540	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
INVESCO FUNDS	28 52 63	15686
(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.	
INVESCO SMALL CAP GROWTH FUND INV 94-2362417	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

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
JP MORGAN FUNDS	28 52	42858
(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.	
JPMORGAN EMERGING MKTS EQTY FND SEL 04-3194271	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JANUS FUNDS	28 52 63	10246
(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.	
JANUS ENTERPRISE FUND A 84-0592523	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JANUS FUNDS	28 52	56888
(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.	
JANUS TWENTY FUND T 84-0972319	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

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
LEGG MASON FUNDS	28 52 63	17999
(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.	
WESTERN ASST GOVT MONEY MARKET FND 52-1268629	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LOOMIS SAYLES	28 52	20309
(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.	
LOOMIS SAYLES SM CP VALUE FND INST 04-3113285	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LOOMIS SAYLES	28 52	8092
(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.	
LOOMIS SAYLES BOND FUND INST 04-3219179	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

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
ROYCE FUNDS	28 52	29530

(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.
ROYCE MICRO-CAP FUND INV 13-3139046	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T. ROWE PRICE FUNDS	28 52 63	34280

(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 EQUITY INCOME FUND ADV 52-1424600	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T. ROWE PRICE FUNDS	28 52 63	3477

(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 HIGH YIELD FUND ADV 52-1371712	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
T.ROWE PRICE FUNDS	28 52 63	5952
(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 INTERNATIONAL BOND FUND AD 52-1474854	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T.ROWE PRICE FUNDS	52 63	1321
(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 2025 FUND ADV 65-1218398	INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T.ROWE PRICE FUNDS	52 63	1144
(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 2045 FUND ADV 65-1253987	INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

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:

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
SANDLER, O NEILL & PARTNERS, L.P. PROFIT SHARING 401(K) SAVINGS PLAN

B Three-digit plan number (PN)	001
--	-----

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SANDLER, O NEILL & PARTNERS, L.P.

D	Employer Identification Number (EIN)
	13-3481277

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: **MCM STABLE ASSET FUND**

b Name of sponsor of entity listed in (a): UNION BOND AND TRUST COMPANY

c EIN-PN 93-6274329-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 173108
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
--	--	---

For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>SANDLER, O NEILL & PARTNERS, L.P. PROFIT SHARING 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SANDLER, O NEILL & PARTNERS, L.P.</u>	D Employer Identification Number (EIN) <u>13-3481277</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	500000	350000
(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)	3704936	4188905
(2) U.S. Government securities.....	1c(2)	1328502	992012
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	100159	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1724078	2430455
(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)	206736	191765
(9) Value of interest in common/collective trusts.....	1c(9)	92238	173108
(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)	27102477	33848590
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	2147703	2240285

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	36906829	44415120

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	36906829	44415120
---	-----------	----------	----------

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)	350000	
(B) Participants	2a(1)(B)	3264526	
(C) Others (including rollovers)	2a(1)(C)	207937	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3822463
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)	32518	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	12117	
(F) Other	2b(1)(F)	302	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		44937
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	124161	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	797289	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		921450
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1882
(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)		3617576
c Other income.....	2c		247795
d Total income. Add all income amounts in column (b) and enter total.....	2d		8656103

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	872285	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	209932	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1082217
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)	49129	
(4) Other	2i(4)	16466	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		65595
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1147812

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7508291
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: **BDO USA, LLP**

(2) EIN: **13-5381590**

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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		4000000
4e			
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	
4f			
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		2240485
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>SANDLER, O NEILL & PARTNERS, L.P. PROFIT SHARING 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SANDLER, O NEILL & PARTNERS, L.P.</u>	D Employer Identification Number (EIN) <u>13-3481277</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
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>71-0294708</u> <u>04-3581074</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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____

Sandler O'Neill & Partners, L.P.
Profit Sharing/401(k) Plan

Financial Statements
and Supplemental Schedule
As of December 31, 2012 and 2011 and for the
Year Ended December 31, 2012

Sandler O'Neill & Partners, L.P.
Profit Sharing/401(k) Plan

Financial Statements
and Supplemental Schedule
As of December 31, 2012 and 2011 and for the
Year Ended December 31, 2012

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Contents

Independent Auditor's Report	3-4
Financial Statements:	
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7-15
Supplemental Schedule:	
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)	16-18



Tel: 212-885-8000
Fax: 212 697-1299
www.bdo.com

100 Park Avenue
New York, NY 10017

Independent Auditor's Report

Plan Sponsor of the
Sandler O'Neill & Partners, L.P.
Profit Sharing/401(k) Plan
New York, New York

We have audited the accompanying financial statements of the Sandler O'Neil & Partners, L.P Profit Sharing/401(k) Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

BDO USA, LLP

July 26, 2013

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets		
Investments, at fair value:		
Mutual funds	\$33,848,583	\$27,102,477
Money market funds	3,616,433	3,631,410
Investment in group trust	2,240,285	2,147,703
Common stocks	2,430,455	1,724,078
U.S. government and agency securities	992,019	1,328,502
Corporate bonds	-	100,159
Common/collective trust	173,108	92,238
 Total Investments	43,300,883	36,126,567
Cash	572,472	73,526
Receivables:		
Employer's contribution	350,000	500,000
Notes receivable from participants	191,765	206,737
 Total Receivables	541,765	706,737
Net Assets Available for Benefits	\$44,415,120	\$36,906,830

See accompanying notes to financial statements.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions to Net Assets Attributed to:

Contributions:

Participants	\$ 3,264,526
Employer	350,000
Rollover	207,937

Total Contributions	3,822,463
----------------------------	------------------

Investment income:

Net appreciation (depreciation) in fair value of investments:

Mutual funds	3,646,518
Investment in group trust	92,611
Corporate bonds	(159)
Common/collective trust	(363)
Money market funds	(2,331)
U.S. government and agency securities	(4,908)
Common stocks	135,883

Net Appreciation in Fair Value of Investments	3,867,251
--	------------------

Dividend income	921,449
Interest income	32,819

Total Investment Income	954,268
--------------------------------	----------------

Interest income from participant loans	12,119
--	--------

Total Additions	8,656,101
------------------------	------------------

Deductions From Net Assets Attributed to:

Benefits paid to participants and beneficiaries	1,082,216
Administrative expenses	65,595

Total Deductions	1,147,811
-------------------------	------------------

Net Increase	7,508,290
---------------------	------------------

Net Assets Available for Benefits, Beginning of Year	36,906,830
---	-------------------

Net Assets Available for Benefits, End of Year	\$44,415,120
---	---------------------

See accompanying notes to financial statements.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan (the "Plan") is provided for general information only. Participants should refer to the Plan document or Summary Plan Description for a more complete description of the Plan's provisions. The Plan administrator is Sandler O'Neill & Partners, L.P.

General

The Plan is a contributory defined contribution profit sharing plan which includes a salary deferral feature under Section 401(k) of the Internal Revenue Code ("IRC") covering eligible employees of Sandler O'Neill & Partners, L.P. and Sandler O'Neill Mortgage Finance, L.P. (collectively referred to as the "Company"), as defined, which was established on January 1, 1989. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

The Plan covers all employees of the Company who have reached age 21 and who have been employed for 12 consecutive months during which he or she completed 1,000 hours of service.

Participant Accounts

Participant accounts consist of (a) a Pre-tax Contribution Account; (b) a Catch-up Contribution Account; (c) a Profit-sharing Contribution Account; and (d) a Rollover Contribution Account. Each participant's account is credited with contributions and allocated earnings thereon, and charged with a proportionate share of administrative expenses.

Contributions

401(k)

Participants may contribute up to 15% of their annual compensation, as defined in the Plan, subject to certain limitations, with contributions and earnings thereon being nontaxable until withdrawn from the Plan.

Profit Sharing

The Company may choose to make a discretionary profit sharing contribution. Contributions are allocated among participant accounts in proportion to compensation, as defined. The employer contributions were \$350,000 and \$500,000 for 2012 and 2011, respectively.

Investment Decisions

401(k)

Plan participants may direct the investment of their contributions and account balances among various mutual funds. Information regarding these investment alternatives is available in a prospectus.

Profit Sharing

The Company has allocated employer contributions to Family Management Securities, LLC and Barlow Partners Group Trust, the investment managers for the profit sharing plan. Investment decisions regarding the allocated share of employer contributions are made at the discretion of the investment managers.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

Vesting

Participants are immediately vested in their contributions plus allocated earnings thereon. The Company's discretionary contribution plus allocated earnings thereon is vested based on years of service. A year of service is defined by the Plan as twelve consecutive months during which the employee completed 1,000 hours of service.

The vesting computation is as follows:

<i>Completed years of service</i>	<i>Percent vested</i>
Less than 1	-%
At least 1 but less than 2	-
At least 2 but less than 3	20
At least 3 but less than 4	40
At least 4 but less than 5	60
At least 5 but less than 6	80
6 or more	100

Notes Receivable From Participants

Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced by the highest outstanding loan balance during the preceding 12 months or 50% of their vested account balance. The outstanding principal balances of loans are deducted from the respective participants' accounts for the purpose of allocating Plan investment gains and losses. Loan terms range from 1 to 5 years or greater than 5 years if the loan is used to acquire a participant's principal residence. The loans are secured by the vested balance of the participants' accounts and bear interest at a rate of prime plus one percentage point. Loans outstanding during the fiscal year ended December 31, 2012 bore interest rates with a range of 4.25% to 9.75%. Principal and interest must be repaid with substantially level payments made at least once each quarter through payroll deduction by participants employed by the Company.

Payment of Benefits

The Plan provides for death, disability, hardship, termination, and retirement benefits, as well as distributions to participants who have reached age 59½. Benefits are distributed based on the elections made on the participant distribution form.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested amounts totaled approximately \$26,700 and \$41,900, respectively. These amounts were allocated among participant accounts at December 31, 2012 and 2011 in proportion to compensation, as defined.

Administrative Expenses

The administrative expenses of the Plan are paid by either the Plan or the Company.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies

The following is a summary of the significant accounting and reporting policies followed in preparation of the financial statements for the Plan.

Basis of Presentation

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

Cash and Cash Equivalents

The Plan considers all highly liquid investments, with original maturities of ninety days or less, as cash and cash equivalents. Cash and cash equivalents held at financial institutions, at times, may exceed the amount insured by the Federal Deposit Insurance Corporation.

Fair Value Measurement and Income Recognition

All investments in the Plan are stated at fair value. All security transactions are accounted for on the date securities are purchased or sold (trade date). The net change in the difference between the market value and cost of investments is reflected as net unrealized appreciation or depreciation on investments in the periods in which such changes occur. Realized gains and losses are recorded as the differences between the original purchase price of the investment and the sales price of the investment. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date, which is the date preceding the record date allowing for settlement period.

Fair value is the price that would be received upon the sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date. The transaction would be in the principal or most advantageous market for the asset or liability, based on assumptions that a market participant would use in pricing the asset or liability.

The fair value hierarchy consists of three levels. The following provides a description of the three levels of inputs that may be used to measure fair value, the types of Plan investments that fall under each category, and the valuation methodologies used to measure these investments at fair value. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant judgment.

Level 1 - Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date.

Level 2 - Inputs to the valuation methodology are other than quoted prices available in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Level 3 - Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

The availability of observable inputs can vary from financial instrument to financial instrument and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, the liquidity of markets and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Plan's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current and best available as of the measurement date, including during periods of market dislocation.

The following are types of financial instruments the Plan held as of December 31, 2012:

Common Stocks

Common stocks are generally valued based on quoted prices from the exchange. To the extent these securities are actively traded, valuation adjustments are not applied and they are categorized in Level 1 of the fair value hierarchy.

Corporate Bonds

The fair value of corporate bonds is estimated using recently executed transactions, market price quotations (where observable) and credit spreads. The spread data used is for the same maturity as the bond. If the spread data does not reference the issuer, then data that references a comparable issuer is used. When observable price quotations are not available, fair value is determined based on cash flow models with yield curves. Corporate bonds are generally categorized in Level 2 of the fair value hierarchy.

Common/Collective Trust

Shares of common/collective trusts ("CCT's") are valued at net unit value as determined by the Trustee at year-end except when holding fully benefit-responsive investment contracts. The fair value of such investment contracts held by the CCT's are determined using the market price of the underlying securities and the value of the investment contract.

The Plan held shares of CCT's that have investments in fully benefit-responsive investment contracts. For purposes of the statements of net assets available for benefits, these CCT's are stated at fair value. As described in Accounting Standards Codification ("ASC") 962, CCT's with underlying investment contracts held by a defined-contribution plan are required to be reported at fair value. CCT's are categorized in Level 2 of the fair value hierarchy.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

Investment in Group Trust

Investment in group trust is valued at its net asset value as reported by the underlying funds in accordance with their respective agreements.

The assets of the investment in group trust consist principally of readily marketable securities, which are valued at quoted market prices. However, because the Plan does not directly invest in the underlying securities of the investment funds, and due to restrictions on the transferability and timing of withdrawals from the portfolio funds, the amounts realized upon liquidation could differ from such reported values.

The Plan follows the practical expedient provision of ASC 820 which permits the measurement of fair value based on the net asset value of the investment, without further adjustment, unless it is probable that the investment will be sold at a value significantly less than the net asset value. In using net asset value as a practical expedient, certain attributes of the investment that may affect the fair value of the investment are not considered in measuring fair value. Attributes of those investments include the investment strategies of the investees and may also include, but are not limited to, restrictions on the investor's ability to redeem its investments at the measurement date and any unfunded commitments.

The investment is included in Level 3 of the fair value hierarchy.

Money Market Funds

The money market funds make investments in other financial instruments including short-term debt securities and U.S. Treasury securities. The investments in the money market funds are categorized in Level 2 of the fair value hierarchy.

Mutual Funds

Shares of registered investment companies ("mutual funds") are valued at the net asset value of shares held by the Plan at year-end and categorized in Level 2 of the fair value hierarchy.

U.S. Government and Agency Securities

U.S. government and agency securities include to-be-announced ("TBA") securities and mortgage pass-through certificates. TBA securities are generally valued using quoted market prices or are benchmarked thereto. Fair value of mortgage pass-through certificates is determined via a model, which considers different rate scenarios and historical activity to calculate a spread to the comparable TBA security. U.S. government and agency securities and mortgage pass-through certificates are categorized in Level 1 or Level 2 of the fair value hierarchy.

Payment of Benefits

Distributions to participants of their vested balances are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of the changes in net assets available for benefits during the reported period. Actual results could differ from those estimates and those differences could be material.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

3. Investments and Fair Value

The following presents investments that represent 5% or more of the Plan's net assets:

December 31,	2012	2011
Barlow Partners Group Trust	\$2,240,285	\$2,147,674
Janus Twenty T	6,991,372	5,538,071
JP Morgan Emerging Markets Equity	3,264,958	2,513,008
Loomis Sayles Small Cap Value Inst	2,384,702	1,911,557
Royce Micro-Cap	2,160,554*	1,976,101
T Rowe Price Equity Income Fund Advisor	4,232,733	3,414,394

* This investment did not represent five percent or more of the Plan's assets as of December 31, 2012.

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$3,867,251 and \$(3,026,561), respectively.

The following presents the Plan's financial instruments' fair value hierarchy measured at fair value on a recurring basis as of December 31, 2012:

	Fair Value Hierarchy			Total
	Level 1	Level 2	Level 3	
Assets				
Mutual funds:				
Domestic stock funds	\$ -	\$20,780,276	\$ -	\$20,780,276
International stock funds	-	6,336,821	-	6,336,821
Fixed income funds	-	5,991,554	-	5,991,554
Asset allocation funds	-	739,932	-	739,932
Total mutual funds	-	33,848,583	-	33,848,583
Money market funds	-	3,616,433	-	3,616,433
Common stocks:				
Communication	265,480	-	-	265,480
Consumer discretionary	97,031	-	-	97,031
Consumer staples	196,161	-	-	196,161
Energy	485,330	-	-	485,330
Financial	322,524	-	-	322,524
Healthcare	205,427	-	-	205,427
Industrial	222,334	-	-	222,334
Material	294,690	-	-	294,690
REITs	136,624	-	-	136,624
Technology	106,434	-	-	106,434
Utilities	98,420	-	-	98,420
Total common stocks	2,430,455	-	-	2,430,455
U.S. government and agency securities	-	992,019	-	992,019
Investment in group trust	-	-	2,240,285	2,240,285
Common/collective trust	-	173,108	-	173,108
Total investments, at fair value	\$2,430,455	\$38,630,143	\$2,240,285	\$43,300,883

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

The Plan's assets recorded at fair value have been categorized as Levels 1, 2 and 3 based upon a fair value hierarchy as of December 31, 2011.

	Fair Value Hierarchy			Total
	Level 1	Level 2	Level 3	
Assets				
Mutual funds:				
Domestic stock funds	\$ -	\$18,635,532	\$ -	\$18,635,532
International stock funds	-	4,277,807	-	4,277,807
Fixed income funds	-	3,934,378	-	3,934,378
Asset allocation funds	-	254,760	-	254,760
Total mutual funds	-	27,102,477	-	27,102,477
Money market funds	-	3,631,410	-	3,631,410
Common stocks:				
Beverages	104,955	-	-	104,955
Chemicals	91,560	-	-	91,560
Consumer staples	109,478	-	-	109,478
Electric	195,052	-	-	195,052
Energy	120,718	-	-	120,718
Healthcare	105,431	-	-	105,431
Manufacturers	106,117	-	-	106,117
Oil and gas	341,979	-	-	341,979
Pharmaceuticals	121,563	-	-	121,563
REITs	151,668	-	-	151,668
Telecom services	275,557	-	-	275,557
Total common stocks	1,724,078	-	-	1,724,078
U.S. government and agency securities	114,856	1,213,646	-	1,328,502
Investment in group trust	-	-	2,147,703	2,147,703
Corporate bonds	-	100,159	-	100,159
Common/collective trust	-	92,238	-	92,238
Total investments, at fair value	\$1,838,934	\$32,139,930	\$2,147,703	\$36,126,567

Changes in Level 3 assets measured at fair value on a recurring basis for the years ended December 31, 2012 and 2011:

Year ended December 31, 2012

	Beginning Balance	Realized Gains or Losses	Unrealized Gains or Losses	Purchases	Sales	Net Transfers in and/or Out of Level	Ending Balance
Assets							
Investment in group trust	\$2,147,703	\$-	\$92,582	\$-	\$-	\$-	\$2,240,285

Year ended December 31, 2011

	Beginning Balance	Realized Gains or Losses	Unrealized Gains or Losses	Purchases	Sales	Net Transfers in and/or Out of Level	Ending Balance
Assets							
Investment in group trust	\$1,718,965	\$-	\$(71,262)	\$500,000	\$-	\$-	\$2,147,703

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

4. Stable Value Asset Fund

The Morley Stable Value Fund ("Fund") is a collective investment trust under the trusteeship of Union Bond & Trust Company. The Fund consists of a diversified portfolio of high quality stable value investment contracts issued by life insurance companies and banks, and other high quality fixed income assets. The principal value of these assets is intended to remain stable regardless of stock and bond market fluctuations. The income return on the Fund is a blend of all the rates of the various investments purchased by the Fund. This accrual of income is reflected in the Fund's unit price which is priced daily and is not held constant.

5. Nonparticipant-Directed Investments

Information about net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

<i>December 31,</i>	2012	2011
Common stocks	\$2,430,455	\$1,724,078
U.S. government and agency securities	992,019	1,328,502
Corporate bonds	-	100,159
Mutual funds	431,709	410,665
Investment in group trust	2,240,285	2,147,703
Money market fund	366,389	604,338
Cash	572,472	72,169
Total investments	7,033,329	6,387,614
Employer's contributions receivable	350,000	500,000
	\$7,383,329	\$6,887,614

Year ended December 31, 2012

Changes in net assets:	
Contributions (employer's)	\$ 350,000
Interest income	32,821
Dividend income	124,161
Net depreciation in fair value of investments	247,793
Benefits paid to participants and beneficiaries	(209,932)
Administrative expenses	(49,128)
	\$ 495,715

6. Risks and Uncertainties

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

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

The Plan is subject to liquidity risk, among other risks related to its investments in investment funds. Some of the investments in investment funds require the Plan to maintain its initial investment, or a portion of its initial investment, for a period of one year from initial contribution date ("lock-up period"). The Plan is subject to liquidity risk resulting from this potential lock-up period in the event the Plan is not able to liquidate its investments to satisfy members' withdrawals.

7. Federal Income Tax Status

The Plan is qualified under Section 401(a) of the IRC and its related trust is exempt from taxation under Section 501(a) of the IRC. The Plan sponsor believes that the Plan continues to qualify and operate as designed.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate, amend, modify or suspend the Plan in whole or in part, at any time subject to the provisions of ERISA. In the event of Plan termination, all participants will become fully vested in their accounts.

9. Party-In-Interest Transactions

Participant loans qualify as exempt party-in-interest transactions.

10. Subsequent Events

Management has evaluated the possibility of subsequent events existing in the Plan's financial statements through July 26, 2013, the date the financial statements were available to be issued. Management has determined that there are no material events that would require disclosure in the Plan's financial statements.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Schedule of Assets (Held at End of Year)

EIN: 13-3481277

Plan No. 001

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Cash			\$ 572,472
	Money Market Funds:			
	Dreyfus Treasury Prime Market Fund	Money market fund, 365,308.74 shares	a	366,389
	Western Asset Government Money Market Fund	Money market fund, 3,250,044.33 shares	a	3,250,044
	Total Money Market Funds			3,616,433
	Mutual Funds:			
	American Euro Growth F	Mutual fund, 54,530.323 shares	a	2,207,387
	American Fundamntl Invt-F	Mutual fund, 36,646.653 shares	a	1,491,885
	Columbia Intermed Bond Z	Mutual fund, 110,028.919 shares	a	1,041,974
	Crm Mid Cap Value	Mutual fund, 29,316.628 shares	a	889,466
	ING GNMA Income A	Mutual fund, 93,292.057 shares	a	841,494
	ING US Stock Index Portfolio Service	Mutual fund, 107,881.724 shares	a	1,234,167
	Invesco Small Cap Growth Fund	Mutual fund, 45,872.756 shares	a	1,418,386
	Janus Enterprise T	Mutual fund, 23,860.753 shares	a	1,563,118
	Janus Twenty T	Mutual fund, 112,655.041 shares	a	6,991,372
	JP Morgan Emerg Mkts Eqty	Mutual fund, 136,609.133 shares	a	3,264,958
	Loomis Sayles Bond Fund Institutional	Mutual fund, 103,453.553 shares	a	1,564,218
	Loomis Sayles Small Cap Value Inst	Mutual fund, 79,305.02 shares	a	2,384,702
	Maingate MLP Fund Institutional Class	Mutual fund, 18,134.91 shares	\$175,124	188,966
	Mainstay Large Cap Growth Fund A	Mutual fund, 45,033.627 shares	a	348,560
	Royce Micro Cap	Mutual fund, 146,180.927 shares	a	2,160,554
	T. Rowe Price High Yield - Adv	Mutual fund, 60,291.959 shares	a	420,235
	T. Rowe Price 2010 Adv	Mutual fund, 10.661 shares	a	175
	T. Rowe Price 2015 Adv	Mutual fund, 183.634 shares	a	2,360
	T. Rowe Price 2020 Adv	Mutual fund, 8,591.192 shares	a	152,837
	T. Rowe Price 2025 Adv	Mutual fund, 20,050.194 shares	a	262,056
	T. Rowe Price 2030 Adv	Mutual fund, 920.834 shares	a	17,321
	T. Rowe Price 2035 Adv	Mutual fund, 5,095.36 shares	a	68,023
	T. Rowe Price 2040 Adv	Mutual fund, 1,986.198 shares	a	37,678
	T. Rowe Price 2045 Adv	Mutual fund, 11,292.249 shares	a	142,960
	T. Rowe Price 2050 Adv	Mutual fund, 2,656.701 shares	a	28,134
	T. Rowe Price 2055 Adv	Mutual fund, 1,063.195 shares	a	11,164
	T. Rowe Price Eqty Inc Adv	Mutual fund, 160,391.551 shares	a	4,232,733
	T. Rowe Price Ret Inc Adv	Mutual fund, 1,234.701 shares	a	17,224
	Templeton Global Bond Fund Adv	Mutual fund, 46,606.594 shares	a	621,733
	Templeton Global Bond Fund	Mutual fund, 18,142.235 shares	250,062	242,743
	Total Mutual Funds			33,848,583

a - Historical cost is not a required disclosure for participant-directed investments.

* - A party-in-interest as defined by ERISA.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Schedule of Assets (Held at End of Year)

EIN: 13-3481277

Plan No. 001

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Common Stocks:				
	American International Group Inc	Common stock, 3,000 shares	\$135,273	\$ 105,900
	Apple Inc	Common stock, 200 shares	98,974	106,435
	AT&T Inc	Common stock, 3,800 shares	107,691	128,098
	The Boeing Company	Common stock, 1,300 shares	96,748	97,968
	Bristol Myers Squibb Co	Common stock, 3,050 shares	103,018	99,400
	Companhia de Bebidas das Americas	Common stock, 2,550 shares	94,633	107,075
	Dominion Resources, Inc	Common stock, 1,900 shares	94,802	98,420
	The Dow Chemical Company	Common stock, 3,375 shares	101,234	109,112
	E I Du Pont De Nemours and Co	Common stock, 2,000 shares	92,357	89,957
	Ensc0 Plc	Common stock, 1,600 shares	75,575	94,848
	General Electric Company	Common stock, 5,925 shares	96,658	124,366
	Kinder Morgan Inc	Common stock, 2,800 shares	97,289	98,924
	McDonald's Corp	Common stock, 1,100 shares	98,448	97,031
	Mondelez International Inc	Common stock, 3,500 shares	89,356	89,086
	Novartis AG	Common stock, 1,675 shares	95,269	106,027
	Potash Corp. Of Saskatchewan	Common stock, 2,350 shares	102,900	95,622
	Royal Dutch Shell Plc	Common stock, 1,350 shares	91,245	93,090
	Sandridge Permian Trust	Common stock, 5,650 shares	101,602	96,163
	Verizon Communications Inc	Common stock, 3,175 shares	102,640	137,382
	Waddell & Reed Financial Inc	Common stock, 3,350 shares	94,738	116,648
	Wells Fargo & Company	Common stock, 2,925 shares	100,807	99,978
	Weyerhaeuser Co	Common stock, 2,925 shares	96,485	81,375
	The Williams Companies Inc	Common stock, 3,125 shares	51,288	102,300
	Winthrop Realty Trust	Common stock, 5,000 shares	59,101	55,250
Total Common Stocks			2,278,131	2,430,455
U.S. Government and Agency Securities:				
	Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 1.93%; due 05-02-19	1.930%, maturing 5/02/19	2,580	105,448
	Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 2.8%; due 10-22-26	2.800%, maturing 10/22/26	125,052	115,567
	Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 3.5%; due 02-28-18	3.500%, maturing 2/28/18	105,052	125,610
	Federal Home Ln Bks Fixed Rate 1%; due 08-28-17	1.000%, maturing 8/28/17	115,052	100,368
	Federal Home Ln Bks Fixed Rate 1.2%; due 11-16-17	1.200%, maturing 11/16/17	100,002	100,921
	Federal Home Ln Bks Fixed Rate 15-2015 2.750%; due 03-13-15	2.750%, maturing 03/13/15	100,052	105,294

a - Historical cost is not a required disclosure for participant-directed investments.

* - A party-in-interest as defined by ERISA.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Schedule of Assets (Held at End of Year)

EIN: 13-3481277

Plan No. 001

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
U.S. Government and Agency Securities (Continued):				
	Federal Home Ln Bks Fixed Rate 2%; due 07-26-21	2.000%, maturing 07/26/21	\$100,052	\$ 100,394
	Federal Home Ln Bks Fixed Rate 2.125%; due 10-24-22	2.125%, maturing 10/24/22	125,052	99,869
	Federal Home Ln Bks Fixed Rate 2.625%; due 12-08-17	2.625%, maturing 12/08/17	100,052	135,892
	GNMA Gtd Mtg Pass Thru Ctfs Pool #484548 6.000%; due 10-15-28	6.000%, maturing 10/15/28	100,052	2,656
	Total U.S. Government and Agency Securities		972,998	992,019
	Investment in Group Trust: Barlow Partners Group Trust		2,150,000	2,240,285
	Common/Collective Trust: MCM Stable Asset Fund		a	173,108
*	Loans to Participants	Eleven loans with interest rates ranging from 4.25% to 9.75%	-	191,765
	Total of Assets Held			\$44,065,120

a - Historical cost is not a required disclosure for participant-directed investments.

* - A party-in-interest as defined by ERISA.

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Cash			572,472
	Money Market			
	Dreyfus Treasury Prime Market Fund	Money market fund 365,308.74 shares	a	366,389
	Western Asset Government Money Market Fund	Money market fund 3,250,044.33 shares	a	3,250,044
	Total Money Market Funds			3,616,433
	Mutual Fund			
	American Euro Growth F	Mutual fund 54,530.323 shares	a	2,207,387
	American Fundamntl Invt-F	Mutual fund 36,646.653 shares	a	1,491,885
	Columbia Intermed Bond Z	Mutual fund 110,028.919 shares	a	1,041,974
	Crn Mid Cap Value	Mutual fund 29,316.628 shares	a	889,466
*	ING GNMA Income A	Mutual fund 93,292.057 shares	a	841,494
*	ING US Stock Index Portfolio Service	Mutual fund 107,881.724 shares	a	1,234,167
	Invesco Small Cap Growth Fund	Mutual fund 45,872.756 shares	a	1,418,386
	Janus Enterprise T	Mutual fund 23,860.753 shares	a	1,563,118
	Janus Twenty T	Mutual fund 112,655.041 shares	a	6,991,372
	JP Morgan Emerg Mkts Eqty	Mutual fund 136,609.133 shares	a	3,264,958
	Loomis Sayles Bond Fund Institutional	Mutual fund 103,453.553 shares	a	1,564,218
	Loomis Sayles Small Cap Value Inst	Mutual fund 79,305.02 shares	a	2,384,702
	Maingate MLP Fund Institutional Class	Mutual fund 18,134.91 shares	175,124	188,966
	Mainstay Large Cap Growth Fund A	Mutual fund 45,033.627 shares	a	348,560
	Royce Micro Cap	Mutual fund 146,180.927 shares	a	2,160,554
	T ROWE PRICE HIGH YIELD-ADV	Mutual fund 60,291.959 shares	a	420,235
	T.Rowe Price 2010 Adv	Mutual fund 10.661 shares	a	175
	T.Rowe Price 2015 Adv	Mutual fund 183.634 shares	a	2,360
	T.Rowe Price 2020 Adv	Mutual fund 8,591.192 shares	a	152,837
	T.Rowe Price 2025 Adv	Mutual fund 20,050.194 shares	a	262,056
	T.Rowe Price 2030 Adv	Mutual fund 920.834 shares	a	17,321
	T.Rowe Price 2035 Adv	Mutual fund 5,095.36 shares	a	68,023
	T.Rowe Price 2040 Adv	Mutual fund 1,986.198 shares	a	37,678
	T.Rowe Price 2045 Adv	Mutual fund 11,292.249 shares	a	142,960
	T.Rowe Price 2050 Adv	Mutual fund 2,656.701 shares	a	28,134
	T.Rowe Price 2055 Adv	Mutual fund 1,063.195 shares	a	11,164
	T.Rowe Price Eqty Inc-Adv	Mutual fund 160,391.551 shares	a	4,232,733
	T.Rowe Price Ret Inc Adv	Mutual fund 1,234.701 shares	a	17,224
	Templeton Global Bond Fund Adv	Mutual fund 46,606.594 shares	a	621,732
	Templeton Global Bond Fund Class A	Mutual fund 18,142.235 shares	250,062	242,743
	Total Mutual Funds			33,848,583
	Common Stock			
	American Intl Group Inc Com	Common stock 3,000 shares	135,273	105,900
	Apple Inc Com	Common stock 200 shares	98,974	106,435
	At&T Corp Com	Common stock 3,800 shares	107,691	128,098
	Boeing Co Com	Common stock 1,300 shares	96,748	97,968
	Bristol Myers Squibb Co Com	Common stock 3,050 shares	103,018	99,400
	Companhia De Bebidas Das Amers Ambev	Common stock 2,550 shares	94,633	107,075
	Dominion Res Inc Va Com	Common stock 1,900 shares	94,802	98,420
	Dow Chem Co	Common stock 3,375 shares	101,234	109,112
	Du Pnt E I Nemours & Co Com	Common stock 2,000 shares	92,357	89,957
	Ensko Plc Shs Cl A	Common stock 1,600 shares	75,575	94,848
	General Electric Co Com	Common stock 5,925 shares	96,658	124,366
	Kinder Morgan Inc Del Com	Common stock 2,800 shares	97,289	98,924
	Mcdonalds Corp	Common stock 1,100 shares	98,448	97,031
	Mondelez Intl Inc Cl A	Common stock 3,500 shares	89,356	89,086
	Novartis Ag Sponsored Adr	Common stock 1,675 shares	95,269	106,027
	Potash Corp Of Saskatchewan	Common stock 2,350 shares	102,900	95,622
	Royal Dutch Shell Plc Sponsored Adr	Common stock 1,350 shares	91,245	93,083
	Sandridge Permian Tr Com Unit Repstg	Common stock 5,650 shares	101,602	96,163
	Verizon COMMUNICATIONS COM	Common stock 3,175 shares	102,640	137,382
	Waddell & Reed Finl Inc Cl A	Common stock 3,350 shares	94,738	116,647
	Wells Fargo & Co New Com	Common stock 2,925 shares	100,807	99,977
	Weyerhaeuser Co	Common stock 2,925 shares	96,485	81,374
	Williams Cos Inc Com	Common stock 3,125 shares	51,288	102,313
	Winthrop Rlty Tr Sh Ben Int	Common stock 5,000 shares	59,101	55,250
	Total Mutual Funds			2,430,454
	U.S. Government and Agency Securities:			
	Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 1.93%: Due 05-02-19	1.930%, maturing 5/02/19	2,580	105,448

Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 2.8%: Due 10-22-26	2.800%, maturing 10/22/26	125,052	115,567
Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 3.5%: Due 02-28-18	3.500%, maturing 2/28/18	105,052	125,610
Federal Home Ln Bks Fixed Rate 1%: Due 08-28-17	1.000%, maturing 8/28/17	115,052	100,368
Federal Home Ln Bks Fixed Rate 1.2%: Due 11-16-17	1.200%, maturing 11/16/17	100,002	100,921
Federal Home Ln Bks Fixed Rate 15-2015 2.750%: Due 03-13-15	2.750%, maturing 03/13/15	100,052	105,294
Federal Home Ln Bks Fixed Rate 2%: Due 07-26-21	2.000%, maturing 07/26/21	100,052	100,394
Federal Home Ln Bks Fixed Rate 2.125%: Due 10-24-22	2.125%, maturing 10/24/22	125,052	99,869
Federal Home Ln Bks Fixed Rate 2.625%: Due 12-08-17	2.625%, maturing 12/08/17	100,052	135,891
Gnma Gtd Mtg Pass Thru Ctfs Pool #484548 6.000%: Due 10-15-28	6.000%, maturing 10/15/28	100,052	2,656
Total U.S. Government and Agency Securities:			992,019
Investment in group trust			
Barlow Partners Group Trust			2,240,285
Common Collective Trust			
MCM Stable Asset Fund (M)		a	173,109
Loans to Participants		12 loans with interest rates ranging from 4.25% to 9.75%	191,765
Total Assets Held			44,065,120

* - denotes party-in-interest

a - Historical Cost is not required for participant-directed investments

Sandler O'Neill & Partners, L.P.
Profit Sharing/401(k) Plan

Financial Statements
and Supplemental Schedule
As of December 31, 2012 and 2011 and for the
Year Ended December 31, 2012

Sandler O'Neill & Partners, L.P.
Profit Sharing/401(k) Plan

Financial Statements
and Supplemental Schedule
As of December 31, 2012 and 2011 and for the
Year Ended December 31, 2012

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Contents

Independent Auditor's Report	3-4
Financial Statements:	
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7-15
Supplemental Schedule:	
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)	16-18



Tel: 212-885-8000
Fax: 212 697-1299
www.bdo.com

100 Park Avenue
New York, NY 10017

Independent Auditor's Report

Plan Sponsor of the
Sandler O'Neill & Partners, L.P.
Profit Sharing/401(k) Plan
New York, New York

We have audited the accompanying financial statements of the Sandler O'Neil & Partners, L.P Profit Sharing/401(k) Plan (the "Plan"), which are comprised of the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

BDO USA, LLP

July 26, 2013

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets		
Investments, at fair value:		
Mutual funds	\$33,848,583	\$27,102,477
Money market funds	3,616,433	3,631,410
Investment in group trust	2,240,285	2,147,703
Common stocks	2,430,455	1,724,078
U.S. government and agency securities	992,019	1,328,502
Corporate bonds	-	100,159
Common/collective trust	173,108	92,238
 Total Investments	43,300,883	36,126,567
Cash	572,472	73,526
Receivables:		
Employer's contribution	350,000	500,000
Notes receivable from participants	191,765	206,737
 Total Receivables	541,765	706,737
Net Assets Available for Benefits	\$44,415,120	\$36,906,830

See accompanying notes to financial statements.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions to Net Assets Attributed to:

Contributions:

Participants	\$ 3,264,526
Employer	350,000
Rollover	207,937

Total Contributions	3,822,463
----------------------------	------------------

Investment income:

Net appreciation (depreciation) in fair value of investments:

Mutual funds	3,646,518
Investment in group trust	92,611
Corporate bonds	(159)
Common/collective trust	(363)
Money market funds	(2,331)
U.S. government and agency securities	(4,908)
Common stocks	135,883

Net Appreciation in Fair Value of Investments	3,867,251
--	------------------

Dividend income	921,449
Interest income	32,819

Total Investment Income	954,268
--------------------------------	----------------

Interest income from participant loans	12,119
--	--------

Total Additions	8,656,101
------------------------	------------------

Deductions From Net Assets Attributed to:

Benefits paid to participants and beneficiaries	1,082,216
Administrative expenses	65,595

Total Deductions	1,147,811
-------------------------	------------------

Net Increase	7,508,290
---------------------	------------------

Net Assets Available for Benefits, Beginning of Year	36,906,830
---	-------------------

Net Assets Available for Benefits, End of Year	\$44,415,120
---	---------------------

See accompanying notes to financial statements.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan (the "Plan") is provided for general information only. Participants should refer to the Plan document or Summary Plan Description for a more complete description of the Plan's provisions. The Plan administrator is Sandler O'Neill & Partners, L.P.

General

The Plan is a contributory defined contribution profit sharing plan which includes a salary deferral feature under Section 401(k) of the Internal Revenue Code ("IRC") covering eligible employees of Sandler O'Neill & Partners, L.P. and Sandler O'Neill Mortgage Finance, L.P. (collectively referred to as the "Company"), as defined, which was established on January 1, 1989. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

The Plan covers all employees of the Company who have reached age 21 and who have been employed for 12 consecutive months during which he or she completed 1,000 hours of service.

Participant Accounts

Participant accounts consist of (a) a Pre-tax Contribution Account; (b) a Catch-up Contribution Account; (c) a Profit-sharing Contribution Account; and (d) a Rollover Contribution Account. Each participant's account is credited with contributions and allocated earnings thereon, and charged with a proportionate share of administrative expenses.

Contributions

401(k)

Participants may contribute up to 15% of their annual compensation, as defined in the Plan, subject to certain limitations, with contributions and earnings thereon being nontaxable until withdrawn from the Plan.

Profit Sharing

The Company may choose to make a discretionary profit sharing contribution. Contributions are allocated among participant accounts in proportion to compensation, as defined. The employer contributions were \$350,000 and \$500,000 for 2012 and 2011, respectively.

Investment Decisions

401(k)

Plan participants may direct the investment of their contributions and account balances among various mutual funds. Information regarding these investment alternatives is available in a prospectus.

Profit Sharing

The Company has allocated employer contributions to Family Management Securities, LLC and Barlow Partners Group Trust, the investment managers for the profit sharing plan. Investment decisions regarding the allocated share of employer contributions are made at the discretion of the investment managers.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

Vesting

Participants are immediately vested in their contributions plus allocated earnings thereon. The Company's discretionary contribution plus allocated earnings thereon is vested based on years of service. A year of service is defined by the Plan as twelve consecutive months during which the employee completed 1,000 hours of service.

The vesting computation is as follows:

<i>Completed years of service</i>	<i>Percent vested</i>
Less than 1	-%
At least 1 but less than 2	-
At least 2 but less than 3	20
At least 3 but less than 4	40
At least 4 but less than 5	60
At least 5 but less than 6	80
6 or more	100

Notes Receivable From Participants

Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced by the highest outstanding loan balance during the preceding 12 months or 50% of their vested account balance. The outstanding principal balances of loans are deducted from the respective participants' accounts for the purpose of allocating Plan investment gains and losses. Loan terms range from 1 to 5 years or greater than 5 years if the loan is used to acquire a participant's principal residence. The loans are secured by the vested balance of the participants' accounts and bear interest at a rate of prime plus one percentage point. Loans outstanding during the fiscal year ended December 31, 2012 bore interest rates with a range of 4.25% to 9.75%. Principal and interest must be repaid with substantially level payments made at least once each quarter through payroll deduction by participants employed by the Company.

Payment of Benefits

The Plan provides for death, disability, hardship, termination, and retirement benefits, as well as distributions to participants who have reached age 59½. Benefits are distributed based on the elections made on the participant distribution form.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested amounts totaled approximately \$26,700 and \$41,900, respectively. These amounts were allocated among participant accounts at December 31, 2012 and 2011 in proportion to compensation, as defined.

Administrative Expenses

The administrative expenses of the Plan are paid by either the Plan or the Company.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies

The following is a summary of the significant accounting and reporting policies followed in preparation of the financial statements for the Plan.

Basis of Presentation

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

Cash and Cash Equivalents

The Plan considers all highly liquid investments, with original maturities of ninety days or less, as cash and cash equivalents. Cash and cash equivalents held at financial institutions, at times, may exceed the amount insured by the Federal Deposit Insurance Corporation.

Fair Value Measurement and Income Recognition

All investments in the Plan are stated at fair value. All security transactions are accounted for on the date securities are purchased or sold (trade date). The net change in the difference between the market value and cost of investments is reflected as net unrealized appreciation or depreciation on investments in the periods in which such changes occur. Realized gains and losses are recorded as the differences between the original purchase price of the investment and the sales price of the investment. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date, which is the date preceding the record date allowing for settlement period.

Fair value is the price that would be received upon the sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date. The transaction would be in the principal or most advantageous market for the asset or liability, based on assumptions that a market participant would use in pricing the asset or liability.

The fair value hierarchy consists of three levels. The following provides a description of the three levels of inputs that may be used to measure fair value, the types of Plan investments that fall under each category, and the valuation methodologies used to measure these investments at fair value. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant judgment.

Level 1 - Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date.

Level 2 - Inputs to the valuation methodology are other than quoted prices available in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Level 3 - Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

The availability of observable inputs can vary from financial instrument to financial instrument and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, the liquidity of markets and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Plan's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current and best available as of the measurement date, including during periods of market dislocation.

The following are types of financial instruments the Plan held as of December 31, 2012:

Common Stocks

Common stocks are generally valued based on quoted prices from the exchange. To the extent these securities are actively traded, valuation adjustments are not applied and they are categorized in Level 1 of the fair value hierarchy.

Corporate Bonds

The fair value of corporate bonds is estimated using recently executed transactions, market price quotations (where observable) and credit spreads. The spread data used is for the same maturity as the bond. If the spread data does not reference the issuer, then data that references a comparable issuer is used. When observable price quotations are not available, fair value is determined based on cash flow models with yield curves. Corporate bonds are generally categorized in Level 2 of the fair value hierarchy.

Common/Collective Trust

Shares of common/collective trusts ("CCT's") are valued at net unit value as determined by the Trustee at year-end except when holding fully benefit-responsive investment contracts. The fair value of such investment contracts held by the CCT's are determined using the market price of the underlying securities and the value of the investment contract.

The Plan held shares of CCT's that have investments in fully benefit-responsive investment contracts. For purposes of the statements of net assets available for benefits, these CCT's are stated at fair value. As described in Accounting Standards Codification ("ASC") 962, CCT's with underlying investment contracts held by a defined-contribution plan are required to be reported at fair value. CCT's are categorized in Level 2 of the fair value hierarchy.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

Investment in Group Trust

Investment in group trust is valued at its net asset value as reported by the underlying funds in accordance with their respective agreements.

The assets of the investment in group trust consist principally of readily marketable securities, which are valued at quoted market prices. However, because the Plan does not directly invest in the underlying securities of the investment funds, and due to restrictions on the transferability and timing of withdrawals from the portfolio funds, the amounts realized upon liquidation could differ from such reported values.

The Plan follows the practical expedient provision of ASC 820 which permits the measurement of fair value based on the net asset value of the investment, without further adjustment, unless it is probable that the investment will be sold at a value significantly less than the net asset value. In using net asset value as a practical expedient, certain attributes of the investment that may affect the fair value of the investment are not considered in measuring fair value. Attributes of those investments include the investment strategies of the investees and may also include, but are not limited to, restrictions on the investor's ability to redeem its investments at the measurement date and any unfunded commitments.

The investment is included in Level 3 of the fair value hierarchy.

Money Market Funds

The money market funds make investments in other financial instruments including short-term debt securities and U.S. Treasury securities. The investments in the money market funds are categorized in Level 2 of the fair value hierarchy.

Mutual Funds

Shares of registered investment companies ("mutual funds") are valued at the net asset value of shares held by the Plan at year-end and categorized in Level 2 of the fair value hierarchy.

U.S. Government and Agency Securities

U.S. government and agency securities include to-be-announced ("TBA") securities and mortgage pass-through certificates. TBA securities are generally valued using quoted market prices or are benchmarked thereto. Fair value of mortgage pass-through certificates is determined via a model, which considers different rate scenarios and historical activity to calculate a spread to the comparable TBA security. U.S. government and agency securities and mortgage pass-through certificates are categorized in Level 1 or Level 2 of the fair value hierarchy.

Payment of Benefits

Distributions to participants of their vested balances are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of the changes in net assets available for benefits during the reported period. Actual results could differ from those estimates and those differences could be material.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

3. Investments and Fair Value

The following presents investments that represent 5% or more of the Plan's net assets:

December 31,	2012	2011
Barlow Partners Group Trust	\$2,240,285	\$2,147,674
Janus Twenty T	6,991,372	5,538,071
JP Morgan Emerging Markets Equity	3,264,958	2,513,008
Loomis Sayles Small Cap Value Inst	2,384,702	1,911,557
Royce Micro-Cap	2,160,554*	1,976,101
T Rowe Price Equity Income Fund Advisor	4,232,733	3,414,394

* This investment did not represent five percent or more of the Plan's assets as of December 31, 2012.

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$3,867,251 and \$(3,026,561), respectively.

The following presents the Plan's financial instruments' fair value hierarchy measured at fair value on a recurring basis as of December 31, 2012:

	Fair Value Hierarchy			Total
	Level 1	Level 2	Level 3	
Assets				
Mutual funds:				
Domestic stock funds	\$ -	\$20,780,276	\$ -	\$20,780,276
International stock funds	-	6,336,821	-	6,336,821
Fixed income funds	-	5,991,554	-	5,991,554
Asset allocation funds	-	739,932	-	739,932
Total mutual funds	-	33,848,583	-	33,848,583
Money market funds	-	3,616,433	-	3,616,433
Common stocks:				
Communication	265,480	-	-	265,480
Consumer discretionary	97,031	-	-	97,031
Consumer staples	196,161	-	-	196,161
Energy	485,330	-	-	485,330
Financial	322,524	-	-	322,524
Healthcare	205,427	-	-	205,427
Industrial	222,334	-	-	222,334
Material	294,690	-	-	294,690
REITs	136,624	-	-	136,624
Technology	106,434	-	-	106,434
Utilities	98,420	-	-	98,420
Total common stocks	2,430,455	-	-	2,430,455
U.S. government and agency securities	-	992,019	-	992,019
Investment in group trust	-	-	2,240,285	2,240,285
Common/collective trust	-	173,108	-	173,108
Total investments, at fair value	\$2,430,455	\$38,630,143	\$2,240,285	\$43,300,883

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

The Plan's assets recorded at fair value have been categorized as Levels 1, 2 and 3 based upon a fair value hierarchy as of December 31, 2011.

	Fair Value Hierarchy				
	Level 1	Level 2	Level 3	Total	
Assets					
Mutual funds:					
Domestic stock funds	\$ -	\$18,635,532	\$ -	\$18,635,532	
International stock funds	-	4,277,807	-	4,277,807	
Fixed income funds	-	3,934,378	-	3,934,378	
Asset allocation funds	-	254,760	-	254,760	
Total mutual funds	-	27,102,477	-	27,102,477	
Money market funds	-	3,631,410	-	3,631,410	
Common stocks:					
Beverages	104,955	-	-	104,955	
Chemicals	91,560	-	-	91,560	
Consumer staples	109,478	-	-	109,478	
Electric	195,052	-	-	195,052	
Energy	120,718	-	-	120,718	
Healthcare	105,431	-	-	105,431	
Manufacturers	106,117	-	-	106,117	
Oil and gas	341,979	-	-	341,979	
Pharmaceuticals	121,563	-	-	121,563	
REITs	151,668	-	-	151,668	
Telecom services	275,557	-	-	275,557	
Total common stocks	1,724,078	-	-	1,724,078	
U.S. government and agency securities	114,856	1,213,646	-	1,328,502	
Investment in group trust	-	-	2,147,703	2,147,703	
Corporate bonds	-	100,159	-	100,159	
Common/collective trust	-	92,238	-	92,238	
Total investments, at fair value	\$1,838,934	\$32,139,930	\$2,147,703	\$36,126,567	

Changes in Level 3 assets measured at fair value on a recurring basis for the years ended December 31, 2012 and 2011:

Year ended December 31, 2012

	Beginning Balance	Realized Gains or Losses	Unrealized Gains or Losses	Purchases	Sales	Net Transfers in and/or Out of Level	Ending Balance
Assets							
Investment in group trust	\$2,147,703	\$-	\$92,582	\$-	\$-	\$-	\$2,240,285

Year ended December 31, 2011

	Beginning Balance	Realized Gains or Losses	Unrealized Gains or Losses	Purchases	Sales	Net Transfers in and/or Out of Level	Ending Balance
Assets							
Investment in group trust	\$1,718,965	\$-	\$(71,262)	\$500,000	\$-	\$-	\$2,147,703

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

4. Stable Value Asset Fund

The Morley Stable Value Fund ("Fund") is a collective investment trust under the trusteeship of Union Bond & Trust Company. The Fund consists of a diversified portfolio of high quality stable value investment contracts issued by life insurance companies and banks, and other high quality fixed income assets. The principal value of these assets is intended to remain stable regardless of stock and bond market fluctuations. The income return on the Fund is a blend of all the rates of the various investments purchased by the Fund. This accrual of income is reflected in the Fund's unit price which is priced daily and is not held constant.

5. Nonparticipant-Directed Investments

Information about net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

<i>December 31,</i>	2012	2011
Common stocks	\$2,430,455	\$1,724,078
U.S. government and agency securities	992,019	1,328,502
Corporate bonds	-	100,159
Mutual funds	431,709	410,665
Investment in group trust	2,240,285	2,147,703
Money market fund	366,389	604,338
Cash	572,472	72,169
Total investments	7,033,329	6,387,614
Employer's contributions receivable	350,000	500,000
	\$7,383,329	\$6,887,614

Year ended December 31, 2012

Changes in net assets:	
Contributions (employer's)	\$ 350,000
Interest income	32,821
Dividend income	124,161
Net depreciation in fair value of investments	247,793
Benefits paid to participants and beneficiaries	(209,932)
Administrative expenses	(49,128)
	\$ 495,715

6. Risks and Uncertainties

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

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Notes to Financial Statements

The Plan is subject to liquidity risk, among other risks related to its investments in investment funds. Some of the investments in investment funds require the Plan to maintain its initial investment, or a portion of its initial investment, for a period of one year from initial contribution date ("lock-up period"). The Plan is subject to liquidity risk resulting from this potential lock-up period in the event the Plan is not able to liquidate its investments to satisfy members' withdrawals.

7. Federal Income Tax Status

The Plan is qualified under Section 401(a) of the IRC and its related trust is exempt from taxation under Section 501(a) of the IRC. The Plan sponsor believes that the Plan continues to qualify and operate as designed.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate, amend, modify or suspend the Plan in whole or in part, at any time subject to the provisions of ERISA. In the event of Plan termination, all participants will become fully vested in their accounts.

9. Party-In-Interest Transactions

Participant loans qualify as exempt party-in-interest transactions.

10. Subsequent Events

Management has evaluated the possibility of subsequent events existing in the Plan's financial statements through July 26, 2013, the date the financial statements were available to be issued. Management has determined that there are no material events that would require disclosure in the Plan's financial statements.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Schedule of Assets (Held at End of Year)

EIN: 13-3481277

Plan No. 001

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Cash			\$ 572,472
	Money Market Funds:			
	Dreyfus Treasury Prime Market Fund	Money market fund, 365,308.74 shares	a	366,389
	Western Asset Government Money Market Fund	Money market fund, 3,250,044.33 shares	a	3,250,044
	Total Money Market Funds			3,616,433
	Mutual Funds:			
	American Euro Growth F	Mutual fund, 54,530.323 shares	a	2,207,387
	American Fundamntl Invt-F	Mutual fund, 36,646.653 shares	a	1,491,885
	Columbia Intermed Bond Z	Mutual fund, 110,028.919 shares	a	1,041,974
	Crm Mid Cap Value	Mutual fund, 29,316.628 shares	a	889,466
	ING GNMA Income A	Mutual fund, 93,292.057 shares	a	841,494
	ING US Stock Index Portfolio Service	Mutual fund, 107,881.724 shares	a	1,234,167
	Invesco Small Cap Growth Fund	Mutual fund, 45,872.756 shares	a	1,418,386
	Janus Enterprise T	Mutual fund, 23,860.753 shares	a	1,563,118
	Janus Twenty T	Mutual fund, 112,655.041 shares	a	6,991,372
	JP Morgan Emerg Mkts Eqty	Mutual fund, 136,609.133 shares	a	3,264,958
	Loomis Sayles Bond Fund Institutional	Mutual fund, 103,453.553 shares	a	1,564,218
	Loomis Sayles Small Cap Value Inst	Mutual fund, 79,305.02 shares	a	2,384,702
	Maingate MLP Fund Institutional Class	Mutual fund, 18,134.91 shares	\$175,124	188,966
	Mainstay Large Cap Growth Fund A	Mutual fund, 45,033.627 shares	a	348,560
	Royce Micro Cap	Mutual fund, 146,180.927 shares	a	2,160,554
	T. Rowe Price High Yield - Adv	Mutual fund, 60,291.959 shares	a	420,235
	T. Rowe Price 2010 Adv	Mutual fund, 10.661 shares	a	175
	T. Rowe Price 2015 Adv	Mutual fund, 183.634 shares	a	2,360
	T. Rowe Price 2020 Adv	Mutual fund, 8,591.192 shares	a	152,837
	T. Rowe Price 2025 Adv	Mutual fund, 20,050.194 shares	a	262,056
	T. Rowe Price 2030 Adv	Mutual fund, 920.834 shares	a	17,321
	T. Rowe Price 2035 Adv	Mutual fund, 5,095.36 shares	a	68,023
	T. Rowe Price 2040 Adv	Mutual fund, 1,986.198 shares	a	37,678
	T. Rowe Price 2045 Adv	Mutual fund, 11,292.249 shares	a	142,960
	T. Rowe Price 2050 Adv	Mutual fund, 2,656.701 shares	a	28,134
	T. Rowe Price 2055 Adv	Mutual fund, 1,063.195 shares	a	11,164
	T. Rowe Price Eqty Inc Adv	Mutual fund, 160,391.551 shares	a	4,232,733
	T. Rowe Price Ret Inc Adv	Mutual fund, 1,234.701 shares	a	17,224
	Templeton Global Bond Fund Adv	Mutual fund, 46,606.594 shares	a	621,733
	Templeton Global Bond Fund	Mutual fund, 18,142.235 shares	250,062	242,743
	Total Mutual Funds			33,848,583

a - Historical cost is not a required disclosure for participant-directed investments.

* - A party-in-interest as defined by ERISA.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Schedule of Assets (Held at End of Year)

EIN: 13-3481277

Plan No. 001

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Common Stocks:				
	American International Group Inc	Common stock, 3,000 shares	\$135,273	\$ 105,900
	Apple Inc	Common stock, 200 shares	98,974	106,435
	AT&T Inc	Common stock, 3,800 shares	107,691	128,098
	The Boeing Company	Common stock, 1,300 shares	96,748	97,968
	Bristol Myers Squibb Co	Common stock, 3,050 shares	103,018	99,400
	Companhia de Bebidas das Americas	Common stock, 2,550 shares	94,633	107,075
	Dominion Resources, Inc	Common stock, 1,900 shares	94,802	98,420
	The Dow Chemical Company	Common stock, 3,375 shares	101,234	109,112
	E I Du Pont De Nemours and Co	Common stock, 2,000 shares	92,357	89,957
	Ensc0 Plc	Common stock, 1,600 shares	75,575	94,848
	General Electric Company	Common stock, 5,925 shares	96,658	124,366
	Kinder Morgan Inc	Common stock, 2,800 shares	97,289	98,924
	McDonald's Corp	Common stock, 1,100 shares	98,448	97,031
	Mondelez International Inc	Common stock, 3,500 shares	89,356	89,086
	Novartis AG	Common stock, 1,675 shares	95,269	106,027
	Potash Corp. Of Saskatchewan	Common stock, 2,350 shares	102,900	95,622
	Royal Dutch Shell Plc	Common stock, 1,350 shares	91,245	93,090
	Sandridge Permian Trust	Common stock, 5,650 shares	101,602	96,163
	Verizon Communications Inc	Common stock, 3,175 shares	102,640	137,382
	Waddell & Reed Financial Inc	Common stock, 3,350 shares	94,738	116,648
	Wells Fargo & Company	Common stock, 2,925 shares	100,807	99,978
	Weyerhaeuser Co	Common stock, 2,925 shares	96,485	81,375
	The Williams Companies Inc	Common stock, 3,125 shares	51,288	102,300
	Winthrop Realty Trust	Common stock, 5,000 shares	59,101	55,250
Total Common Stocks			2,278,131	2,430,455
U.S. Government and Agency Securities:				
	Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 1.93%; due 05-02-19	1.930%, maturing 5/02/19	2,580	105,448
	Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 2.8%; due 10-22-26	2.800%, maturing 10/22/26	125,052	115,567
	Federal Farm Cr Bks Cons Systemwide Bds Cons Bond 3.5%; due 02-28-18	3.500%, maturing 2/28/18	105,052	125,610
	Federal Home Ln Bks Fixed Rate 1%; due 08-28-17	1.000%, maturing 8/28/17	115,052	100,368
	Federal Home Ln Bks Fixed Rate 1.2%; due 11-16-17	1.200%, maturing 11/16/17	100,002	100,921
	Federal Home Ln Bks Fixed Rate 15-2015 2.750%; due 03-13-15	2.750%, maturing 03/13/15	100,052	105,294

a - Historical cost is not a required disclosure for participant-directed investments.

* - A party-in-interest as defined by ERISA.

Sandler O'Neill & Partners, L.P. Profit Sharing/401(k) Plan

Schedule of Assets (Held at End of Year)

EIN: 13-3481277

Plan No. 001

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
U.S. Government and Agency Securities (Continued):				
	Federal Home Ln Bks Fixed Rate 2%; due 07-26-21	2.000%, maturing 07/26/21	\$100,052	\$ 100,394
	Federal Home Ln Bks Fixed Rate 2.125%; due 10-24-22	2.125%, maturing 10/24/22	125,052	99,869
	Federal Home Ln Bks Fixed Rate 2.625%; due 12-08-17	2.625%, maturing 12/08/17	100,052	135,892
	GNMA Gtd Mtg Pass Thru Ctfs Pool #484548 6.000%; due 10-15-28	6.000%, maturing 10/15/28	100,052	2,656
	Total U.S. Government and Agency Securities		972,998	992,019
	Investment in Group Trust: Barlow Partners Group Trust		2,150,000	2,240,285
	Common/Collective Trust: MCM Stable Asset Fund		a	173,108
*	Loans to Participants	Eleven loans with interest rates ranging from 4.25% to 9.75%	-	191,765
	Total of Assets Held			\$44,065,120

a - Historical cost is not a required disclosure for participant-directed investments.

* - A party-in-interest as defined by ERISA.