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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

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 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1983

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

RUDER FINN, INC.

301 EAST 57TH STREET
NEW YORK, NY 10022

2b Employer Identification Number (EIN) 13-1815833

2c Sponsor's telephone number 212-593-6407

2d Business code (see instructions) 541800

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.	09/27/2013	IDA S. ZULLO
	Signature of plan administrator	Date	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b**	Administrator's EIN
		3c	Administrator's telephone number
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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	578
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**	417
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	120
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	537
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	537
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	316
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	15
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 2G 2J 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)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [X] 1 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
RUDER FINN, INC.

D Employer Identification Number (EIN)
13-1815833

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE & ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
71-0294708	86509	ZH9333	537	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	2781902
5	Current value of plan's interest under this contract in separate accounts at year end	5	16952008

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	2596100
c	Additions: (1) Contributions deposited during the year	7c(1)	134604		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	77478		
	(4) Transferred from separate account	7c(4)	18348		
	(5) Other (specify below)	7c(5)	15068		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	245498
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2841598
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	285684		
	(2) Administration charge made by carrier	7e(2)	183		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	2833		
	▶ NEW EE LOANS				
	(5) Total deductions			7e(5)	288700
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2552898

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
RUDER FINN, INC.

D Employer Identification Number (EIN)
13-1815833

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(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 27 60 64 65	SERVICE PROVIDER	6147	Yes [X] No [ ]	Yes [X] No [ ]	62646	Yes [ ] No [X]

(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 PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	58319	Yes [ ] No [X]

(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 PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	48063	Yes [ ] No [X]

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)

ING FINANCIAL ADVISERS, LLC

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 [X] No [ ]	Yes [ ] No [X]	29340	Yes [ ] No [X]

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

FIDELITY FUNDS

06-1194217

(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 PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	14056	Yes [ ] No [X]

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

PIONEER FUNDS

13-5657669

(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 PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	12287	Yes [ ] No [X]

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)

MORNINGSTAR

36-3297908

(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 27	SERVICE PROVIDER	2598	Yes [X] No [ ]	Yes [ ] No [X]	9233	Yes [ ] No [X]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	8111

(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	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	14489

(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
AMERICAN FUNDS	28 52 63	25462

(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 GROWTH FND R4 52-0792143	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
FIDELITY FUNDS	28 52 63	14056

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY ADV NEW INSIGHTS FUND T 45-0515059	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 FINANCIAL ADVISERS, LLC	63	2386

(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, LLC	63	5488

(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, LLC	63	9337

(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 GROWTH FND R4 52-0792143	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, LLC	63	5243

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY ADV NEW INSIGHTS FUND T 45-0515059	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, LLC	63	4106

(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.
PIONEER STRATEGIC INCOME FUND R 04-3453709	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 LIFE INSURANCE AND ANNUITY CO.	60	2195

(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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	3735

(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 GROWTH FND R4 52-0792143	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 LIFE INSURANCE AND ANNUITY CO.	60	1049

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY ADV NEW INSIGHTS FUND T 45-0515059	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 LIFE INSURANCE AND ANNUITY CO.	60 65	1159

(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 AMCEN SM-MD CP VAL PORT SRV 45-0467862	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 LIFE INSURANCE AND ANNUITY CO.	64	14794

(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 FIXED ACCOUNT 71-0294708	RECORD-KEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65	3546

(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 FMR DIVERSIFIED MD CP PORT SRV 25-6725709	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE 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 LIFE INSURANCE AND ANNUITY CO.	60 65	3308

(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 INVESCO EQTY & INC PORT SRV 52-2354153	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 LIFE INSURANCE AND ANNUITY CO.	60 65	1644

(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 JPMORGAN MID CAP VAL PORT SRV 75-3023510	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 LIFE INSURANCE AND ANNUITY CO.	26 27	4481

(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 LIFE INSURANCE AND ANNUITY CO. 71-0294708	INVESTMENT ADVISORY (PARTICIPANTS) INVESTMENT ADVISORY (PLAN)

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 LIFE INSURANCE AND ANNUITY CO.	60 65	11482

(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 PIMCO TOTAL RETURN PORTFOLIO SR 75-3023517	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 LIFE INSURANCE AND ANNUITY CO.	60	1209

(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 REAL ESTATE FUND A 23-2867180	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 LIFE INSURANCE AND ANNUITY CO.	60	1638

(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 SOLUTION 2035 PORTFOLIO I 20-2456104	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 LIFE INSURANCE AND ANNUITY CO.	60	1987

(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 SOLUTION 2045 PORTFOLIO I 20-2456138	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 LIFE INSURANCE AND ANNUITY CO.	60 65	2760

(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 TROWEPRICE EQTY INCOME PT SRV 95-6895630	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 LIFE INSURANCE AND ANNUITY CO.	60 65	3219

(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.
PIONEER STRATEGIC INCOME FUND R 04-3453709	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE 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	2487
(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 AMCEN SM-MD CP VAL PORT SRV 45-0467862	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	6098
(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 FMR DIVERSIFIED MD CP PORT SRV 25-6725709	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	5368
(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 INVESCO EQTY & INC PORT SRV 52-2354153	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
ING MUTUAL FUNDS	28 52 63	3502
(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 JPMORGAN MID CAP VAL PORT SRV 75-3023510	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	17113
(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 PIMCO TOTAL RETURN PORTFOLIO SR 75-3023517	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	3680
(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 REAL ESTATE FUND A 23-2867180	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
ING MUTUAL FUNDS	28 52	1603

(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 SOLUTION 2025 PORTFOLIO I 47-0951928	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 MUTUAL FUNDS	28 52	4677

(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 SOLUTION 2035 PORTFOLIO I 20-2456104	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 MUTUAL FUNDS	28 52	5774

(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 SOLUTION 2045 PORTFOLIO I 20-2456138	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
ING MUTUAL FUNDS	28 52	1055

(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 SOLUTION 2055 PORTFOLIO I 95-4516049	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 MUTUAL FUNDS	28 52 63	4714

(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 TROWEPRICE EQTY INCOME PT SRV 95-6895630	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
MORNINGSTAR	26 27	9233

(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 LIFE INSURANCE AND ANNUITY CO. 71-0294708	INVESTMENT ADVISORY (PARTICIPANTS) INVESTMENT ADVISORY (PLAN)

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
PIONEER FUNDS	28 52 63	12287
(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.	
PIONEER STRATEGIC INCOME FUND R 04-3453709	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

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
RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RUDER FINN, INC.

D Employer Identification Number (EIN)
13-1815833

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: VARIABLE ANNUITY ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

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)
71-0294708-000	P	16952008

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
RUDER FINN, INC.

D Employer Identification Number (EIN)
13-1815833

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	267746	187728
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	13833444	16952008
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2596100	2572898
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	16697290	19712634
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	16697290	19712634

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)	142052	
(B) Participants	2a(1)(B)	1709686	
(C) Others (including rollovers)	2a(1)(C)	63633	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1915371
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	8642	
(F) Other	2b(1)(F)	77478	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		86120
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2205860
(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)		
c Other income	2c		1991
d Total income. Add all **income** amounts in column (b) and enter total	2d		4209342
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1180053	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1180053
f Corrective distributions (see instructions)	2f		7798
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6147	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6147
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1193998
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3015344
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: RAICH ENDE MALTER & CO. LLC **(2)** EIN: 11-2336434

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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
RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
RUDER FINN, INC.

D Employer Identification Number (EIN)
13-1815833

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): 71-0294708

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Financial Statements
December 31, 2012 and 2011

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

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December 31, 2012 and 2011

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RAICH ENDE MALTER & CO. LLP

CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

1375 Broadway, 15th Floor
New York, New York 10018
212.944.4433
212.944.5404 (fax)
cpa@rem-co.com

Offices in New York City, Long Island & New Jersey

INDEPENDENT AUDITORS' REPORT

Trustees of
Ruder Finn, Inc. Profit Sharing
Salary Reduction Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Ruder Finn, Inc. Profit Sharing Salary Reduction Plan (the "Plan"), which comprise 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 4, which was certified by ING Life Insurance and Annuity Company ("ING"), the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Part IV, Line 4i - Schedule of Assets (Held for Investment at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Raich Ende Malter & Co LLP

RAICH ENDE MALTER & CO. LLP
New York, New York
September 19, 2013

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2012	*2011*
ASSETS		
Investments at Fair Value	$ 19,733,910	$ 16,548,175
Receivables		
Employer contribution	150,890	142,052
Notes receivable from participants	187,728	267,746
	338,618	409,798
Total Assets	20,072,528	16,957,973
LIABILITIES		
Excess Contributions Payable	36,872	8,002
Net Assets Available for Benefits at Fair Value	20,035,656	16,949,971
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(209,004)	(118,631)
Net Assets Available for Benefits	$ 19,826,652	$ 16,831,340

See accompanying notes to financial statements.

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions	
Investment income:	
Net appreciation in fair value of investments - net of fund dividends reinvested	$ 2,205,860
Interest income	77,478
Other income	1,991
	2,285,329
Interest income on notes receivable from participants	8,642
Contributions:	
Participant, including rollover	1,744,449
Employer	150,890
	1,895,339
Total Additions	4,189,310
Deductions	
Benefits paid to participants	1,180,053
Corrective distributions	7,798
Fees	6,147
Total Deductions	1,193,998
Net Increase in Net Assets Available for Benefits	2,995,312
Net Assets Available for Benefits - beginning of year	16,831,340
Net Assets Available for Benefits - end of year	$ 19,826,652

See accompanying notes to financial statements.

1 - DESCRIPTION OF THE PLAN

Ruder Finn, Inc. Profit Sharing Salary Reduction Plan (the "Plan"), as amended, became effective January 1, 1983. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

a. ***General*** - The Plan is a defined contribution Plan which covers substantially all employees of Ruder Finn, Inc. (the "Company" or the "Employer") as defined in the Plan agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Each non-union employee of the Company becomes eligible for participation in the Plan upon attaining the age of twenty one years and upon completion of three months of service.

b. ***Contributions*** - Each year participants of the Plan may elect to have a percentage of their compensation, subject to certain statutory limitations, contributed to the Plan. The participant's compensation, otherwise payable in cash, is reduced to reflect such election. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a guaranteed investment contract as an investment option for participants. The Plan also provides for all rollover contributions by participants subject to limitations defined in the Plan agreement. Rollover contributions are comprised of contributions by new employees of benefits from other employee benefit Plans.

The Employer may contribute to the Plan an annual contribution in an amount determined by the Employer's Board of Directors ("Employer matching contribution").The Employer matching contribution is allocated to each participant's account and is equal to a uniform percentage of the amount of employee salary reduction. In addition, the Plan provides that the Employer may make discretionary contributions and qualified non-elective contributions. All employees, having completed 1000 hours of service during the Plan year, are allocated discretionary contributions. Eligible participants who are non-highly compensated employees are allocated qualified non-elective contributions. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

c. ***Participant Accounts*** - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution; and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d. ***Vesting*** - Participants are immediately vested in their 401(k) voluntary contributions, rollovers, and qualified non-elective contributions plus actual earnings thereon. Any Employer matching contributions to participants' deferrals and discretionary contributions are subject to vesting provisions as follows:

Years	*Percentage*
1	25%
2	50%
3	100%

Continued

e. ***Notes Receivable from Participants*** - Subject to the terms as set forth in the Plan agreement, loans may be made to a participant in an amount equal to the lesser of: (1) $50,000, or, (2) one-half of the participant's vested accrued benefits. The amount of any loan balance outstanding within 12 months preceding the loan will reduce the $50,000 limitation. Interest is charged at a reasonable rate determined by the Plan Administrator. Reasonable is defined as the prevailing interest rate charged by local financial institutions in the business of lending money for secured personal loans. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.00 percent to 9.5 percent. Principal and interest is paid ratably through payroll deductions.

f. ***Payments of Benefits*** - Retirement benefits may be received in the form of cash, an annuity, or a combination of these. Death benefits may be in a single cash payment or an annuity.

g. ***Forfeitures*** - Forfeitures by participants as defined in the Plan document shall be applied to reduce the Employer contribution. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $6,492 and $1,618, respectively. The forfeiture amount applied to the Employer's contribution for the year ended December 31, 2012 and 2011 amounted to $0 and $3,154, respectively.

h. ***Termination of Participation*** - The Employer will allocate Employer matching and other related contributions to employees who terminate during the Plan year as a result of retirement, disability, or death. All participants leaving the Plan are paid their vested portion determined as of the end of the month in which termination occurs. Benefits are paid as soon as administratively feasible following the date on which a distribution is requested or is otherwise payable.

2 - Summary of Significant Accounting Policies

a. ***Basis of Accounting*** - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States America.

Investment contracts held by a defined-contribution Plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully-responsive investment contracts.

b. ***Use of Estimates*** - The preparation of financial statements in accordance 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, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

c. ***Investment Valuation and Income Recognition*** - The Plan's investments are stated at fair value (See Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

d. ***Notes Receivable from Participants*** - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Continued

e. ***Excess Contribution Payable*** - Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. There was an excess contribution for $36,872 in 2012. The Plan distributed the 2011 excess contributions to the applicable participants during February, 2012.

f. ***Payment of Benefits*** - Benefits are recorded when paid.

g. ***Plan Expenses*** - Substantially all expenses of maintaining the Plan are paid by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

3 - Information Certified by the Custodian (Unaudited)

Under the Department of Labor's Rules and Regulations 29 CFR 2520, 103-8, investment information prepared by a bank, trust, or insurance company, which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The Plan has received certification of the cost and market value of the Plan's investments as of December 31, 2012 and December 31, 2011 and all investment activities related to such assets for the year ended December 31, 2012. The Plan's investments at December 31, 2012 and 2011 are held in a trust fund administered by ING Life Insurance and Annuity Company which has certified such information to be complete and accurate as of December 31, 2012 and 2011, respectively. The information certified includes total investments at contract value of $19,524,906 and $16,429,544 at December 31, 2012 and 2011, respectively.

The fair value of investments at December 31, 2012 and 2011 as reported by the custodian is summarized as follows:

	December 31,	
	2012	2011
Pooled Separate Accounts	$ 16,952,008	$ 13,833,444
Guaranteed Investment Contract	2,781,902	2,714,731
Total Assets at Fair Values	$ 19,733,910	$ 16,548,175

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

	December 31,	
	2012	2011
Investment at Fair Value		
Pooled Separate Accounts		
ING PIMCO Total Return Portfolio	$ 2,152,612	$ 1,843,055
The Growth Fund of America Class (R4)	$ 3,898,042	$ 3,153,999
Fidelity Adv New Insights Fund T	$ *	$ 944,127
American Funds Fundamental Investors	$ 2,477,670	$ 1,887,600
EuroPacific Growth Fund Class (R3)	$ 1,039,245	$ 877,683
Guaranteed Investment Contract		
ING Fixed Account, at contract value, matures October 2013 (fair value $2,781,902 and $2,714,731, respectively)	$ 2,572,898	$ 2,596,100

* Represents less than 5% of Plan net assets available for benefits.

Continued

During 2012, the Plan's investments in pooled separate accounts, and annuity contracts (including investments bought, sold, and held during the year) appreciated as follows:

Pooled Separate Accounts	$ 2,205,860
Guaranteed Investment Contract	77,478
Other Income	1,991
	$ 2,285,329

Guaranteed Investment Contract with National Insurance Company

The Plan has a fully benefit-responsive guaranteed investment contract with ING Life Insurance and Annuity Company ("ING"). ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Upon maturity, the contract can be distributed, renewed, or converted to another contract.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by ING, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The crediting interest rate is based on a formula agreed upon with the issuer for the underlying security-backed contracts and cannot be less than 3%. Such interest rates are reviewed on an annual basis for resetting. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The Plan's fully benefit-responsive investment contract is summarized as follows:

	December 31,	
	2012	***2011***
Fair Value of Plan's Investment in the Guaranteed Investment Contract	$ 2,781,902	$ 2,714,731
Adjustment from Fair Value to Contract Value	(209,004)	(118,631)
Contract Value of Plan's Investment in the Guaranteed Investment Contract	$ 2,572,898	$ 2,596,100

4 - Fair Value Measurements (Unaudited)

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

Level 1 - Observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar

Continued

assets in markets that are not active. These also include quoted prices for similar assets or liabilities which have been adjusted for legal or contractual restrictions. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs that reflect the Plan's own assumptions. These include private portfolio investments that are supported by little or no market data.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled Separate Accounts - Valued at the net asset value (NAV) of shares held by the Plan at year end.

Guaranteed Investment Contract - Guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the trustee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms while others are substantiated utilizing available market data.

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

	2012			
	Level 1	*Level 2*	*Level 3*	*Total*
Pooled Separate Accounts				
Balanced/Asset Allocation	$ -	$ 2,369,812	$ -	$ 2,369,812
Fixed Income	-	3,080,390	-	3,080,390
International Funds	-	1,226,322	-	1,226,322
Large U.S. Equity	-	7,787,407	-	7,787,407
Small/Mid U.S. Equity	-	1,478,114	-	1,478,114
Index Funds	-	626,205	-	626,205
Other	-	383,758	-	383,758
Guaranteed Investment Contract				
ING Fixed Account	-	2,781,902	-	2,781,902
Total Assets at Fair Value	$ -	$ 19,733,910	$ -	$ 19,733,910

	2011			
	Level 1	*Level 2*	*Level 3*	*Total*
Pooled Separate Accounts				
Balanced/Asset Allocation	$ -	$ 1,780,914	$ -	$ 1,780,914
Fixed Income	-	2,674,664	-	2,674,664
International Funds	-	973,456	-	973,456
Large U.S. Equity	-	6,541,484	-	6,541,484
Small/Mid U.S. Equity	-	1,339,675	-	1,339,675
Index Funds	-	222,989	-	222,989
Other	-	300,262	-	300,262
Guaranteed Investment Contract				
ING Fixed Account	-	2,714,731	-	2,714,731
Total Assets at Fair Value	$ -	$ 16,548,175	$ -	$ 16,548,175

Continued

Unrealized gains/(losses) from the guaranteed investment contract are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

The following describes the investment strategies for each investment held by the Plan for the year ended December 31, 2012 and 2011:

Pooled Separate Accounts

Balanced Funds -

ING Solution 2015 Portfolio - Service Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2015. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2015. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 55%; and fixed-income securities - 45%.

ING Solution 2025 Portfolio - Service Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2025. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2025. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 75%; and fixed-income securities - 25%.

ING Solution 2035 Portfolio - Initial Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2035. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2035. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 85%; and fixed-income securities - 15%.

ING Solution 2045 Portfolio - Initial Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2045. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2045. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 95%; and fixed-income securities - 5%.

ING Solution 2055 Portfolio - Service Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2055. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2055. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 95%; and fixed-income securities - 5%.

ING Solution Income Portfolio - Initial Class - The investment seeks a combination of total return and stability of principal consistent with an asset allocation targeted to retirement. The fund invests in a combination of underlying funds according to a fixed formula that over time should reflect an allocation of approximately 30% in equity securities and 70% in fixed-income securities and cash equivalents. It may also allocate in the future to the following asset classes: floating rate loans, absolute return strategies and international fixed income.

ING Invesco Van Kampen Equity and Income Portfolio - Service Class - The investment seeks total return, consisting of long-term capital appreciation and current income. The portfolio normally invests at least 80% of assets (plus borrowings for investment purposes) in equity and

Continued

income securities at the time of investment. Under normal market conditions, it invests at least 65% of assets in income-producing equity securities and up to 10% of assets in illiquid securities and certain restricted securities. The fund invests primarily in income-producing equity instruments (including common stocks, preferred stocks and convertible securities and investment-grade-quality debt securities).

Fixed Income Fund -

Pioneer Strategic Income Fund - Class R Shares - The investment seeks a high level of current income. The fund normally invests at least 80% of net assets in debt securities. It invests primarily in debt securities issued or guaranteed by the U.S. government, its agencies or instrumentalities or non-U.S. governmental entities; debt securities of U.S. and non-U.S. corporate issuers; and mortgage-backed and asset-backed securities. The fund may invest up to 70% of total assets in debt securities below-investment grade and up to 20% of assets in securities rated below CCC. It may invest up to 20% of total assets in equity securities.

ING PIMCO Total Return Portfolio - Service Class - The investment seeks maximum total return, consistent with capital preservation and prudent investment management. The portfolio normally invests at least 65% of net assets in a diversified portfolio of fixed-income investments of varying maturities which may be represented by forwards or derivatives such as options, futures contracts or swap agreements. The average portfolio duration of this portfolio normally varies within two years (plus or minus) of the duration of the Barclays Capital U.S. Aggregate Bond Index. It may invest up to 10% of its assets in high-yield securities.

International Funds -

Lazard Emerging Markets Equity Portfolio - Open Shares - The investment seeks long-term capital appreciation. The fund invests primarily in equity securities, principally common stocks of non-U.S. companies whose principal activities are located in emerging market countries and that the investment manager believes are undervalued based on their earnings, cash flow or asset values. Under normal circumstances, it invests at least 80% of assets in equity securities of companies whose principal business activities are located in emerging market countries.

American Funds EuroPacific Growth Fund® - Class R-3 and 4 - The investment seeks to provide long-term growth of capital. The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. It normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin. The fund may invest a portion of its assets in common stocks and other securities of companies in countries with developing economies and/or markets and may also hold cash, money market instruments, and fixed-income securities.

Growth Funds -

ING JPMorgan Mid Cap Value Portfolio - Service Class - The investment seeks growth from capital appreciation. The portfolio invests at least 80% of net assets (plus borrowings for investment purposes) in equity securities of mid-capitalization companies with market capitalizations between $1 billion and $20 billion. It may also invest up to 15% in real estate investment trusts. The portfolio may also lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of assets.

ING American Century Small-Mid Cap Value Portfolio - Service Class - The investment seeks long-term capital growth, income is a secondary objective. The portfolio normally invests at least 80% of net assets in equity securities of small-mid-capitalization companies whose market capitalizations are within the range of the custom Russell 2800 index. It may also lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of assets.

CRM Mid Cap Value Fund - Investor Shares - The investment seeks long-term capital appreciation. The fund normally invests at least 80% of assets in a diversified portfolio of equity and equity related securities of U.S. and non-U.S. companies with market capitalizations at the time of initial purchase similar to those in the Russell Mid-cap Value Index (mid-cap companies) that are publicly traded on a U.S. securities market. The equity and equity related securities

Continued

include common and preferred stocks, securities convertible into common stock, and warrants on common stock.

Fidelity® Advisor New Insights Fund - Class T - The investment seeks capital appreciation. The fund primarily invests in common stocks. It may invest in securities of domestic and foreign issuers. The fund may invest in securities of companies whose value Fidelity Management & Research Company (FMR) believes are not fully recognized by the public. It may invest in either growth stocks or value stocks or both. The fund uses fundamental analysis of each issuer's financial condition and industry position and market and economic conditions to select investments.

American Funds The Growth Fund of America® - Class R-3 and 4 - The Investment seeks capital growth by investing in common stocks. The fund invests primarily in common stocks and seeks to invest in Companies that appear to offer superior opportunities for growth of capital. It may invest a portion of its assets in securities of issuers domiciled outside the U.S. The fund may also hold cash or money market instruments.

American Funds Fundamental InvestorsSM - Class R-3 and 4 - The investment seeks long-term growth of capital and income. The fund invests primarily in common stocks of companies that appear to offer superior opportunities for capital growth and most of which have a history of paying dividends. It may invest significantly in securities of issuers domiciled outside the United States.

ING FMR SM Diversified Mid Cap Portfolio - Service Class - The investment seeks long-term growth of capital. The fund invests up to 80% of assets in securities of companies with medium market capitalization. It invests in companies that are in the Russell Midcap index or the S&P MidCap 400 index with similar market capitalization. The fund normally invests the portfolio's assets primarily in common stocks and may invest up to 25% of the portfolio's assets at the time of purchase in securities of foreign issuers, including emerging markets securities, in addition to securities of domestic issuers.

ING T. Rowe Price Equity Income Portfolio - Service Class - The investment seeks substantial dividend income as well as long-term growth of capital. The fund normally invests at least 80% of assets in common stocks, with 65% in the common stocks of well established companies paying above-average dividends. It typically employs a "value" approach in selecting investments. While most of the portfolio's assets are invested in U.S. common stocks, it may also invest in other securities, including convertible securities, warrants, preferred stocks, foreign securities, debt securities (including high-yield debt securities), futures, and options in keeping with its objectives.

Eagle Small Cap Growth Fund A - The investment applies proprietary screens and fundamental research to identify small-capitalization companies that may be undiscovered or undervalued and have a potential for a step-change in their earnings growth rate. The managers of the fund limit their initial search to companies with a market capitalization less than the ceiling established by the benchmark Russell 2000 Growth Index.

Index Funds -

ING Russell Small Cap Index Portfolio - Class S - The investment seeks the results (before fees and expenses) that correspond to the total return of the Russell 2000 index. The fund normally invests at least 80% of assets, plus any borrowings for investment purposes, in equity securities of companies included in the index, convertible securities that are convertible into common stocks included in the index, other derivatives whose economic returns are, by design, closely equivalent to the returns of the index or its components and exchange-traded funds. It may lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of total assets.

ING U.S. Stock Index Portfolio - Service 2 Class - The investment seeks total return. The fund normally invests at least 80% of assets in equity securities of companies included in the Standard & Poor's 500 Composite Stock Price index or equity securities of companies that are representative of the S&P 500 index (including derivatives). It may invest in exchange traded funds, or in a combination of S&P 500 index futures and ETFs.

Continued

American Century Inflation-Adjusted Bond Fund - A Class - The investment seeks total return and inflation protection consistent with investment in inflation indexed securities. The fund invests at least 80% of assets in inflation-adjusted securities including inflation indexed securities issued by the U.S. Treasury, by other U.S. government agencies and instrumentalities, and by other, non-U.S. government entities such as corporations. It may invest up to 20% of assets in traditional U.S. Treasury, U.S. government agency or other non-U.S. government securities that are not inflation indexed.

Other -

ING Real Estate Fund - Class A - The investment seeks total return consisting of long-term capital appreciation and current income. The fund normally invests at least 80% of assets in common and preferred stocks of U.S. REITs and real estate companies which consist of companies that are principally engaged in the real estate industry. It also may lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of total assets. The fund may also invest in convertible securities, initial public offerings and Rule 144A securities. It is non-diversified.

ING Money Market Fund - Class A - The Fund seeks to provide investors with a high level of current income consistent with the preservation of capital and liquidity and the maintenance of a stable $1.00 net asset value per share. The Fund's investment objective is not fundamental and may be changed without a shareholder vote. The Fund operates as a diversified fund and invests in a portfolio of high-quality, U.S. dollar denominated short-term debt securities.

Guaranteed Investment Contract

ING Fixed Account - The investment seeks current income by investing primarily in insurance contracts issued by insurance companies, and investments from other financial institutions which offer stability of principal.

5 - Related Party Transactions

Certain Plan investments in pooled separate accounts and guaranteed investment contracts were managed by ING Life Insurance and Annuity Company. ING Life Insurance and Annuity Company is the Plan's asset custodian and shares administrative functions with the Plan administrator, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the custodian for investment management services amounted to $6,147 for the year ended December 31, 2012. The Company is the Plan administrator and the sponsor.

6 - Income Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

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

Continued

7 - Plan Termination

Although the Company has not expressed any intent to do so, it may, by action of its Board of Directors, terminate the Plan for any reason and at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

8 - Risks and Uncertainties

The Plan's investments are in various investment securities. Such securities are subject to various risks, such as interest rate, market, and credit risks that affect the value of the funds. Due to the level of risk associated with certain securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near-term could materially affect participants' account balances and the value of investments reported in the financial statements.

9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

Line Item	*2012*	*2011*
Net Assets Available for Benefits per Financial Statements	$ 19,826,652	$ 16,831,340
Excess contributions payable	36,872	8,002
Contributions receivable from employer	(150,890)	(142,052)
Net Assets Available for Benefits per Form 5500	$ 19,712,634	$ 16,697,290
Contributions from Employer per Financial Statements	$ 150,890	
Less: Accrual of current year contribution	(150,890)	
Add prior year contribution receivable	142,052	
Contributions from Employer per Form 5500	$ 142,052	

Contributions received from participants for 2012 and 2011 are shown net of payments of $36,872 and $8,002, respectively, in 2013 and 2012 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provision of the Plan. The amount is also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012.

Corrective distributions of $7,798 for the Plan year ended December 31, 2012 represents amounts made to certain active participants to satisfy relevant nondiscrimination provisions of the Plan from the prior year.

10 - Subsequent Events

Subsequent events have been evaluated through September 19, 2013, the date the financial statements were available to be issued.

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Form 5500 Schedule H, Part IV, Item 4i
Schedule of Assets Held for Investment
At End of Year, December 31, 2012

Plan # 003
EIN # 13-1815833

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Guaranteed Investment Contract			
*	ING Life Insurance & Annuity Contract	ING Fixed Account - at contract value	**	$ 2,572,898
	Pooled Separate Accounts			
	American Funds	American Funds Growth Fund R4	**	3,898,042
	American Funds	American Funds Fundamental Inv R4	**	2,477,670
*	ING Life Insurance & Annuity Company	ING PIMCO Total Return Portfolio- Service Class	**	2,152,612
	American Funds	American Funds EuroPacific R4	**	1,039,245
	Pioneer Funds	Pioneer Strategic Income Fund R	**	927,778
*	ING Life Insurance & Annuity Company	Fidelity Adv New Insights Fund T	**	906,393
*	ING Life Insurance & Annuity Company	ING Solution 2045 Port I	**	715,280
*	ING Life Insurance & Annuity Company	ING Invesco Van Kampen Equity and Income Portfolio- Serv. Class	**	668,251
*	ING Life Insurance & Annuity Company	ING FMR Diversified Mid-Cap Port	**	587,619
*	ING Life Insurance & Annuity Company	ING TRwPr Equity Income Prt Srv	**	505,302
*	ING Life Insurance & Annuity Company	ING Solution 2035 Port I	**	491,493
*	ING Life Insurance & Annuity Company	ING JPM Mid- Cap Value Portfolio- Service Class	**	442,486
*	ING Life Insurance & Annuity Company	ING Real Estate Fund A	**	377,266
	American Funds	ING US Stock Index Port Srv2	**	281,944
*	ING Life Insurance & Annuity Company	AmericanCentury Inflation-Adjusted Bond Fund A	**	270,792
*	ING Life Insurance & Annuity Company	ING American Century Small- Mid Cap Port	**	242,564
	Lazard	ING Solution 2025 Port I	**	218,607
	Eagle Funds	Lazard Emerging Markets Equity Port Opn	**	187,077
*	ING Life Insurance & Annuity Company	Eage Small Cap G F- A	**	171,329
*	ING Life Insurance & Annuity Company	ING Solution 2055 Port I	**	133,260
*	ING Life Insurance & Annuity Company	ING Solution 2015 Port I	**	129,834
	CRM Funds	ING Russell Small-Cap Index Prt S	**	73,469
*	ING Life Insurance & Annuity Company	CRM Mid Cap Value Fund Inv	**	34,116
*	ING Life Insurance & Annuity Company	ING Solution Inc Port I	**	13,086
		ING Money Market Fund A	**	6,493
				16,952,008
	Notes Receivable from Participants	Notes Receivable from Participants - collateralized by account balances, interest rates of 4.00% to 9.5%, maturities through January 2022	-0-	187,728
				$ 19,712,634

* Represents party-in-interest

** Participant directed, information not applicable

See independent auditors' report.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Ruder-Finn, Inc. Profit Sharing Salary Reduction Plan
EIN#13-1815833
Plan#003
As Of December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d)Cost	(e) Current Value
	American Funds	AmCen Infl-Adj Bond Fnd A		$270,792
	American Funds	American Funds EuroPacific R4		$1,039,245
	American Funds	American Funds Fdmntl Inv R4		$2,477,670
	American Funds	American Funds Growth Fnd R4		$3,898,042
	CRM Funds	CRM Mid Cap Value Fund Inv		$34,116
	Eagle Funds	Eagle SmCp G F - A		$171,329
	Fidelity Funds	Fidelity Adv Nw Insight Fd T		$906,393
*	ING Life Insurance and Annuity Company	ING AmCen Sm-MdCp Vl Pt Srv		$242,564
*	ING Life Insurance and Annuity Company	ING Fixed Account		$2,572,898
*	ING Life Insurance and Annuity Company	ING FMR Divr MdCp Port Srv		$587,619
*	ING Life Insurance and Annuity Company	ING InvVKpn Eqty & Inc Pt Srv		$668,251
*	ING Life Insurance and Annuity Company	ING JPM MdCp Value Port Srv		$442,486
*	ING Life Insurance and Annuity Company	ING Mny Mkt Fd A		$6,492
*	ING Life Insurance and Annuity Company	ING PIMCO Tot Return Pt Srv		$2,152,612
*	ING Life Insurance and Annuity Company	ING Real Estate Fund A		$377,266
*	ING Life Insurance and Annuity Company	ING Russell SmCp Indx Prt S		$73,469
*	ING Life Insurance and Annuity Company	ING Solution 2015 Port I		$129,834
*	ING Life Insurance and Annuity Company	ING Solution 2025 Port I		$218,607
*	ING Life Insurance and Annuity Company	ING Solution 2035 Port I		$491,493
*	ING Life Insurance and Annuity Company	ING Solution 2045 Port I		$715,280
*	ING Life Insurance and Annuity Company	ING Solution 2055 Port I		$133,260
*	ING Life Insurance and Annuity Company	ING Solution Inc Port I		$13,086
*	ING Life Insurance and Annuity Company	ING TRwPr Eqty Income Prt Srv		$505,302
*	ING Life Insurance and Annuity Company	ING US Stock Index Port Srv2		$281,944
	Lazard	Lazard Emrg Mkts Eqty Port Opn		$187,077
	Pioneer Funds	Pioneer Strategic Income Fnd R		$927,778
		Participant Loans - Rates 4.00% to 9.50%		$187,728
		TOTAL		$19,712,634

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Financial Statements
December 31, 2012 and 2011

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

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RAICH ENDE MALTER & CO. LLP

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INDEPENDENT AUDITORS' REPORT

Trustees of
Ruder Finn, Inc. Profit Sharing
Salary Reduction Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Ruder Finn, Inc. Profit Sharing Salary Reduction Plan (the "Plan"), which comprise 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 4, which was certified by ING Life Insurance and Annuity Company ("ING"), the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Part IV, Line 4i - Schedule of Assets (Held for Investment at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Raich Ende Malter & Co LLP

RAICH ENDE MALTER & CO. LLP
New York, New York
September 19, 2013

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2012	*2011*
ASSETS		
Investments at Fair Value	$ 19,733,910	$ 16,548,175
Receivables		
Employer contribution	150,890	142,052
Notes receivable from participants	187,728	267,746
	338,618	409,798
Total Assets	20,072,528	16,957,973
LIABILITIES		
Excess Contributions Payable	36,872	8,002
Net Assets Available for Benefits at Fair Value	20,035,656	16,949,971
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(209,004)	(118,631)
Net Assets Available for Benefits	$ 19,826,652	$ 16,831,340

See accompanying notes to financial statements.

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions	
Investment income:	
Net appreciation in fair value of investments - net of fund dividends reinvested	$ 2,205,860
Interest income	77,478
Other income	1,991
	2,285,329
Interest income on notes receivable from participants	8,642
Contributions:	
Participant, including rollover	1,744,449
Employer	150,890
	1,895,339
Total Additions	4,189,310
Deductions	
Benefits paid to participants	1,180,053
Corrective distributions	7,798
Fees	6,147
Total Deductions	1,193,998
Net Increase in Net Assets Available for Benefits	2,995,312
Net Assets Available for Benefits - beginning of year	16,831,340
Net Assets Available for Benefits - end of year	$ 19,826,652

See accompanying notes to financial statements.

1 - DESCRIPTION OF THE PLAN

Ruder Finn, Inc. Profit Sharing Salary Reduction Plan (the "Plan"), as amended, became effective January 1, 1983. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

a. ***General*** - The Plan is a defined contribution Plan which covers substantially all employees of Ruder Finn, Inc. (the "Company" or the "Employer") as defined in the Plan agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Each non-union employee of the Company becomes eligible for participation in the Plan upon attaining the age of twenty one years and upon completion of three months of service.

b. ***Contributions*** - Each year participants of the Plan may elect to have a percentage of their compensation, subject to certain statutory limitations, contributed to the Plan. The participant's compensation, otherwise payable in cash, is reduced to reflect such election. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a guaranteed investment contract as an investment option for participants. The Plan also provides for all rollover contributions by participants subject to limitations defined in the Plan agreement. Rollover contributions are comprised of contributions by new employees of benefits from other employee benefit Plans.

The Employer may contribute to the Plan an annual contribution in an amount determined by the Employer's Board of Directors ("Employer matching contribution").The Employer matching contribution is allocated to each participant's account and is equal to a uniform percentage of the amount of employee salary reduction. In addition, the Plan provides that the Employer may make discretionary contributions and qualified non-elective contributions. All employees, having completed 1000 hours of service during the Plan year, are allocated discretionary contributions. Eligible participants who are non-highly compensated employees are allocated qualified non-elective contributions. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

c. ***Participant Accounts*** - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution; and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d. ***Vesting*** - Participants are immediately vested in their 401(k) voluntary contributions, rollovers, and qualified non-elective contributions plus actual earnings thereon. Any Employer matching contributions to participants' deferrals and discretionary contributions are subject to vesting provisions as follows:

Years	*Percentage*
1	25%
2	50%
3	100%

Continued

e. ***Notes Receivable from Participants*** - Subject to the terms as set forth in the Plan agreement, loans may be made to a participant in an amount equal to the lesser of: (1) $50,000, or, (2) one-half of the participant's vested accrued benefits. The amount of any loan balance outstanding within 12 months preceding the loan will reduce the $50,000 limitation. Interest is charged at a reasonable rate determined by the Plan Administrator. Reasonable is defined as the prevailing interest rate charged by local financial institutions in the business of lending money for secured personal loans. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.00 percent to 9.5 percent. Principal and interest is paid ratably through payroll deductions.

f. ***Payments of Benefits*** - Retirement benefits may be received in the form of cash, an annuity, or a combination of these. Death benefits may be in a single cash payment or an annuity.

g. ***Forfeitures*** - Forfeitures by participants as defined in the Plan document shall be applied to reduce the Employer contribution. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $6,492 and $1,618, respectively. The forfeiture amount applied to the Employer's contribution for the year ended December 31, 2012 and 2011 amounted to $0 and $3,154, respectively.

h. ***Termination of Participation*** - The Employer will allocate Employer matching and other related contributions to employees who terminate during the Plan year as a result of retirement, disability, or death. All participants leaving the Plan are paid their vested portion determined as of the end of the month in which termination occurs. Benefits are paid as soon as administratively feasible following the date on which a distribution is requested or is otherwise payable.

2 - Summary of Significant Accounting Policies

a. ***Basis of Accounting*** - The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States America.

Investment contracts held by a defined-contribution Plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully-responsive investment contracts.

b. ***Use of Estimates*** - The preparation of financial statements in accordance 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, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

c. ***Investment Valuation and Income Recognition*** - The Plan's investments are stated at fair value (See Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

d. ***Notes Receivable from Participants*** - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Continued

e. ***Excess Contribution Payable*** - Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. There was an excess contribution for $36,872 in 2012. The Plan distributed the 2011 excess contributions to the applicable participants during February, 2012.

f. ***Payment of Benefits*** - Benefits are recorded when paid.

g. ***Plan Expenses*** - Substantially all expenses of maintaining the Plan are paid by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

3 - Information Certified by the Custodian (Unaudited)

Under the Department of Labor's Rules and Regulations 29 CFR 2520, 103-8, investment information prepared by a bank, trust, or insurance company, which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The Plan has received certification of the cost and market value of the Plan's investments as of December 31, 2012 and December 31, 2011 and all investment activities related to such assets for the year ended December 31, 2012. The Plan's investments at December 31, 2012 and 2011 are held in a trust fund administered by ING Life Insurance and Annuity Company which has certified such information to be complete and accurate as of December 31, 2012 and 2011, respectively. The information certified includes total investments at contract value of $19,524,906 and $16,429,544 at December 31, 2012 and 2011, respectively.

The fair value of investments at December 31, 2012 and 2011 as reported by the custodian is summarized as follows:

	December 31,	
	2012	2011
Pooled Separate Accounts	$ 16,952,008	$ 13,833,444
Guaranteed Investment Contract	2,781,902	2,714,731
Total Assets at Fair Values	$ 19,733,910	$ 16,548,175

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

	December 31,	
	2012	2011
Investment at Fair Value		
Pooled Separate Accounts		
ING PIMCO Total Return Portfolio	$ 2,152,612	$ 1,843,055
The Growth Fund of America Class (R4)	$ 3,898,042	$ 3,153,999
Fidelity Adv New Insights Fund T	$ *	$ 944,127
American Funds Fundamental Investors	$ 2,477,670	$ 1,887,600
EuroPacific Growth Fund Class (R3)	$ 1,039,245	$ 877,683
Guaranteed Investment Contract		
ING Fixed Account, at contract value, matures October 2013 (fair value $2,781,902 and $2,714,731, respectively)	$ 2,572,898	$ 2,596,100

* Represents less than 5% of Plan net assets available for benefits.

Continued

During 2012, the Plan's investments in pooled separate accounts, and annuity contracts (including investments bought, sold, and held during the year) appreciated as follows:

Pooled Separate Accounts	$ 2,205,860
Guaranteed Investment Contract	77,478
Other Income	1,991
	$ 2,285,329

Guaranteed Investment Contract with National Insurance Company

The Plan has a fully benefit-responsive guaranteed investment contract with ING Life Insurance and Annuity Company ("ING"). ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Upon maturity, the contract can be distributed, renewed, or converted to another contract.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by ING, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The crediting interest rate is based on a formula agreed upon with the issuer for the underlying security-backed contracts and cannot be less than 3%. Such interest rates are reviewed on an annual basis for resetting. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The Plan's fully benefit-responsive investment contract is summarized as follows:

	December 31,	
	2012	***2011***
Fair Value of Plan's Investment in the Guaranteed Investment Contract	$ 2,781,902	$ 2,714,731
Adjustment from Fair Value to Contract Value	(209,004)	(118,631)
Contract Value of Plan's Investment in the Guaranteed Investment Contract	$ 2,572,898	$ 2,596,100

4 - Fair Value Measurements (Unaudited)

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

Level 1 - Observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar

Continued

assets in markets that are not active. These also include quoted prices for similar assets or liabilities which have been adjusted for legal or contractual restrictions. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs that reflect the Plan's own assumptions. These include private portfolio investments that are supported by little or no market data.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled Separate Accounts - Valued at the net asset value (NAV) of shares held by the Plan at year end.

Guaranteed Investment Contract - Guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the trustee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms while others are substantiated utilizing available market data.

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

	2012			
	Level 1	*Level 2*	*Level 3*	*Total*
Pooled Separate Accounts				
Balanced/Asset Allocation	$ -	$ 2,369,812	$ -	$ 2,369,812
Fixed Income	-	3,080,390	-	3,080,390
International Funds	-	1,226,322	-	1,226,322
Large U.S. Equity	-	7,787,407	-	7,787,407
Small/Mid U.S. Equity	-	1,478,114	-	1,478,114
Index Funds	-	626,205	-	626,205
Other	-	383,758	-	383,758
Guaranteed Investment Contract				
ING Fixed Account	-	2,781,902	-	2,781,902
Total Assets at Fair Value	$ -	$ 19,733,910	$ -	$ 19,733,910

	2011			
	Level 1	*Level 2*	*Level 3*	*Total*
Pooled Separate Accounts				
Balanced/Asset Allocation	$ -	$ 1,780,914	$ -	$ 1,780,914
Fixed Income	-	2,674,664	-	2,674,664
International Funds	-	973,456	-	973,456
Large U.S. Equity	-	6,541,484	-	6,541,484
Small/Mid U.S. Equity	-	1,339,675	-	1,339,675
Index Funds	-	222,989	-	222,989
Other	-	300,262	-	300,262
Guaranteed Investment Contract				
ING Fixed Account	-	2,714,731	-	2,714,731
Total Assets at Fair Value	$ -	$ 16,548,175	$ -	$ 16,548,175

Continued

Unrealized gains/(losses) from the guaranteed investment contract are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

The following describes the investment strategies for each investment held by the Plan for the year ended December 31, 2012 and 2011:

Pooled Separate Accounts

Balanced Funds -

ING Solution 2015 Portfolio - Service Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2015. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2015. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 55%; and fixed-income securities - 45%.

ING Solution 2025 Portfolio - Service Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2025. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2025. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 75%; and fixed-income securities - 25%.

ING Solution 2035 Portfolio - Initial Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2035. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2035. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 85%; and fixed-income securities - 15%.

ING Solution 2045 Portfolio - Initial Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2045. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2045. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 95%; and fixed-income securities - 5%.

ING Solution 2055 Portfolio - Service Class - The investment seeks total return consistent with an asset allocation targeted at retirement in approximately 2055. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2055. Its current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are as follows: equity securities - 95%; and fixed-income securities - 5%.

ING Solution Income Portfolio - Initial Class - The investment seeks a combination of total return and stability of principal consistent with an asset allocation targeted to retirement. The fund invests in a combination of underlying funds according to a fixed formula that over time should reflect an allocation of approximately 30% in equity securities and 70% in fixed-income securities and cash equivalents. It may also allocate in the future to the following asset classes: floating rate loans, absolute return strategies and international fixed income.

ING Invesco Van Kampen Equity and Income Portfolio - Service Class - The investment seeks total return, consisting of long-term capital appreciation and current income. The portfolio normally invests at least 80% of assets (plus borrowings for investment purposes) in equity and

Continued

income securities at the time of investment. Under normal market conditions, it invests at least 65% of assets in income-producing equity securities and up to 10% of assets in illiquid securities and certain restricted securities. The fund invests primarily in income-producing equity instruments (including common stocks, preferred stocks and convertible securities and investment-grade-quality debt securities).

Fixed Income Fund -

Pioneer Strategic Income Fund - Class R Shares - The investment seeks a high level of current income. The fund normally invests at least 80% of net assets in debt securities. It invests primarily in debt securities issued or guaranteed by the U.S. government, its agencies or instrumentalities or non-U.S. governmental entities; debt securities of U.S. and non-U.S. corporate issuers; and mortgage-backed and asset-backed securities. The fund may invest up to 70% of total assets in debt securities below-investment grade and up to 20% of assets in securities rated below CCC. It may invest up to 20% of total assets in equity securities.

ING PIMCO Total Return Portfolio - Service Class - The investment seeks maximum total return, consistent with capital preservation and prudent investment management. The portfolio normally invests at least 65% of net assets in a diversified portfolio of fixed-income investments of varying maturities which may be represented by forwards or derivatives such as options, futures contracts or swap agreements. The average portfolio duration of this portfolio normally varies within two years (plus or minus) of the duration of the Barclays Capital U.S. Aggregate Bond Index. It may invest up to 10% of its assets in high-yield securities.

International Funds -

Lazard Emerging Markets Equity Portfolio - Open Shares - The investment seeks long-term capital appreciation. The fund invests primarily in equity securities, principally common stocks of non-U.S. companies whose principal activities are located in emerging market countries and that the investment manager believes are undervalued based on their earnings, cash flow or asset values. Under normal circumstances, it invests at least 80% of assets in equity securities of companies whose principal business activities are located in emerging market countries.

American Funds EuroPacific Growth Fund® - Class R-3 and 4 - The investment seeks to provide long-term growth of capital. The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. It normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin. The fund may invest a portion of its assets in common stocks and other securities of companies in countries with developing economies and/or markets and may also hold cash, money market instruments, and fixed-income securities.

Growth Funds -

ING JPMorgan Mid Cap Value Portfolio - Service Class - The investment seeks growth from capital appreciation. The portfolio invests at least 80% of net assets (plus borrowings for investment purposes) in equity securities of mid-capitalization companies with market capitalizations between $1 billion and $20 billion. It may also invest up to 15% in real estate investment trusts. The portfolio may also lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of assets.

ING American Century Small-Mid Cap Value Portfolio - Service Class - The investment seeks long-term capital growth, income is a secondary objective. The portfolio normally invests at least 80% of net assets in equity securities of small-mid-capitalization companies whose market capitalizations are within the range of the custom Russell 2800 index. It may also lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of assets.

CRM Mid Cap Value Fund - Investor Shares - The investment seeks long-term capital appreciation. The fund normally invests at least 80% of assets in a diversified portfolio of equity and equity related securities of U.S. and non-U.S. companies with market capitalizations at the time of initial purchase similar to those in the Russell Mid-cap Value Index (mid-cap companies) that are publicly traded on a U.S. securities market. The equity and equity related securities

Continued

include common and preferred stocks, securities convertible into common stock, and warrants on common stock.

Fidelity® Advisor New Insights Fund - Class T - The investment seeks capital appreciation. The fund primarily invests in common stocks. It may invest in securities of domestic and foreign issuers. The fund may invest in securities of companies whose value Fidelity Management & Research Company (FMR) believes are not fully recognized by the public. It may invest in either growth stocks or value stocks or both. The fund uses fundamental analysis of each issuer's financial condition and industry position and market and economic conditions to select investments.

American Funds The Growth Fund of America® - Class R-3 and 4 - The Investment seeks capital growth by investing in common stocks. The fund invests primarily in common stocks and seeks to invest in Companies that appear to offer superior opportunities for growth of capital. It may invest a portion of its assets in securities of issuers domiciled outside the U.S. The fund may also hold cash or money market instruments.

American Funds Fundamental InvestorsSM - Class R-3 and 4 - The investment seeks long-term growth of capital and income. The fund invests primarily in common stocks of companies that appear to offer superior opportunities for capital growth and most of which have a history of paying dividends. It may invest significantly in securities of issuers domiciled outside the United States.

ING FMR SM Diversified Mid Cap Portfolio - Service Class - The investment seeks long-term growth of capital. The fund invests up to 80% of assets in securities of companies with medium market capitalization. It invests in companies that are in the Russell Midcap index or the S&P MidCap 400 index with similar market capitalization. The fund normally invests the portfolio's assets primarily in common stocks and may invest up to 25% of the portfolio's assets at the time of purchase in securities of foreign issuers, including emerging markets securities, in addition to securities of domestic issuers.

ING T. Rowe Price Equity Income Portfolio - Service Class - The investment seeks substantial dividend income as well as long-term growth of capital. The fund normally invests at least 80% of assets in common stocks, with 65% in the common stocks of well established companies paying above-average dividends. It typically employs a "value" approach in selecting investments. While most of the portfolio's assets are invested in U.S. common stocks, it may also invest in other securities, including convertible securities, warrants, preferred stocks, foreign securities, debt securities (including high-yield debt securities), futures, and options in keeping with its objectives.

Eagle Small Cap Growth Fund A - The investment applies proprietary screens and fundamental research to identify small-capitalization companies that may be undiscovered or undervalued and have a potential for a step-change in their earnings growth rate. The managers of the fund limit their initial search to companies with a market capitalization less than the ceiling established by the benchmark Russell 2000 Growth Index.

Index Funds -

ING Russell Small Cap Index Portfolio - Class S - The investment seeks the results (before fees and expenses) that correspond to the total return of the Russell 2000 index. The fund normally invests at least 80% of assets, plus any borrowings for investment purposes, in equity securities of companies included in the index, convertible securities that are convertible into common stocks included in the index, other derivatives whose economic returns are, by design, closely equivalent to the returns of the index or its components and exchange-traded funds. It may lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of total assets.

ING U.S. Stock Index Portfolio - Service 2 Class - The investment seeks total return. The fund normally invests at least 80% of assets in equity securities of companies included in the Standard & Poor's 500 Composite Stock Price index or equity securities of companies that are representative of the S&P 500 index (including derivatives). It may invest in exchange traded funds, or in a combination of S&P 500 index futures and ETFs.

Continued

American Century Inflation-Adjusted Bond Fund - A Class - The investment seeks total return and inflation protection consistent with investment in inflation indexed securities. The fund invests at least 80% of assets in inflation-adjusted securities including inflation indexed securities issued by the U.S. Treasury, by other U.S. government agencies and instrumentalities, and by other, non-U.S. government entities such as corporations. It may invest up to 20% of assets in traditional U.S. Treasury, U.S. government agency or other non-U.S. government securities that are not inflation indexed.

Other -

ING Real Estate Fund - Class A - The investment seeks total return consisting of long-term capital appreciation and current income. The fund normally invests at least 80% of assets in common and preferred stocks of U.S. REITs and real estate companies which consist of companies that are principally engaged in the real estate industry. It also may lend portfolio securities on a short-term or long-term basis, up to 33-1/3% of total assets. The fund may also invest in convertible securities, initial public offerings and Rule 144A securities. It is non-diversified.

ING Money Market Fund - Class A - The Fund seeks to provide investors with a high level of current income consistent with the preservation of capital and liquidity and the maintenance of a stable $1.00 net asset value per share. The Fund's investment objective is not fundamental and may be changed without a shareholder vote. The Fund operates as a diversified fund and invests in a portfolio of high-quality, U.S. dollar denominated short-term debt securities.

Guaranteed Investment Contract

ING Fixed Account - The investment seeks current income by investing primarily in insurance contracts issued by insurance companies, and investments from other financial institutions which offer stability of principal.

5 - Related Party Transactions

Certain Plan investments in pooled separate accounts and guaranteed investment contracts were managed by ING Life Insurance and Annuity Company. ING Life Insurance and Annuity Company is the Plan's asset custodian and shares administrative functions with the Plan administrator, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the custodian for investment management services amounted to $6,147 for the year ended December 31, 2012. The Company is the Plan administrator and the sponsor.

6 - Income Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

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

Continued

7 - Plan Termination

Although the Company has not expressed any intent to do so, it may, by action of its Board of Directors, terminate the Plan for any reason and at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

8 - Risks and Uncertainties

The Plan's investments are in various investment securities. Such securities are subject to various risks, such as interest rate, market, and credit risks that affect the value of the funds. Due to the level of risk associated with certain securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near-term could materially affect participants' account balances and the value of investments reported in the financial statements.

9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

Line Item	*2012*	*2011*
Net Assets Available for Benefits per Financial Statements	$ 19,826,652	$ 16,831,340
Excess contributions payable	36,872	8,002
Contributions receivable from employer	(150,890)	(142,052)
Net Assets Available for Benefits per Form 5500	$ 19,712,634	$ 16,697,290
Contributions from Employer per Financial Statements	$ 150,890	
Less: Accrual of current year contribution	(150,890)	
Add prior year contribution receivable	142,052	
Contributions from Employer per Form 5500	$ 142,052	

Contributions received from participants for 2012 and 2011 are shown net of payments of $36,872 and $8,002, respectively, in 2013 and 2012 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provision of the Plan. The amount is also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012.

Corrective distributions of $7,798 for the Plan year ended December 31, 2012 represents amounts made to certain active participants to satisfy relevant nondiscrimination provisions of the Plan from the prior year.

10 - Subsequent Events

Subsequent events have been evaluated through September 19, 2013, the date the financial statements were available to be issued.

RUDER FINN, INC. PROFIT SHARING SALARY REDUCTION PLAN

Form 5500 Schedule H, Part IV, Item 4i
Schedule of Assets Held for Investment
At End of Year, December 31, 2012

Plan # 003
EIN # 13-1815833

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Guaranteed Investment Contract			
*	ING Life Insurance & Annuity Contract	ING Fixed Account - at contract value	**	$ 2,572,898
	Pooled Separate Accounts			
	American Funds	American Funds Growth Fund R4	**	3,898,042
	American Funds	American Funds Fundamental Inv R4	**	2,477,670
*	ING Life Insurance & Annuity Company	ING PIMCO Total Return Portfolio- Service Class	**	2,152,612
	American Funds	American Funds EuroPacific R4	**	1,039,245
	Pioneer Funds	Pioneer Strategic Income Fund R	**	927,778
*	ING Life Insurance & Annuity Company	Fidelity Adv New Insights Fund T	**	906,393
*	ING Life Insurance & Annuity Company	ING Solution 2045 Port I	**	715,280
*	ING Life Insurance & Annuity Company	ING Invesco Van Kampen Equity and Income Portfolio- Serv. Class	**	668,251
*	ING Life Insurance & Annuity Company	ING FMR Diversified Mid-Cap Port	**	587,619
*	ING Life Insurance & Annuity Company	ING TRwPr Equity Income Prt Srv	**	505,302
*	ING Life Insurance & Annuity Company	ING Solution 2035 Port I	**	491,493
*	ING Life Insurance & Annuity Company	ING JPM Mid- Cap Value Portfolio- Service Class	**	442,486
*	ING Life Insurance & Annuity Company	ING Real Estate Fund A	**	377,266
	American Funds	ING US Stock Index Port Srv2	**	281,944
*	ING Life Insurance & Annuity Company	AmericanCentury Inflation-Adjusted Bond Fund A	**	270,792
*	ING Life Insurance & Annuity Company	ING American Century Small- Mid Cap Port	**	242,564
	Lazard	ING Solution 2025 Port I	**	218,607
	Eagle Funds	Lazard Emerging Markets Equity Port Opn	**	187,077
*	ING Life Insurance & Annuity Company	Eage Small Cap G F- A	**	171,329
*	ING Life Insurance & Annuity Company	ING Solution 2055 Port I	**	133,260
*	ING Life Insurance & Annuity Company	ING Solution 2015 Port I	**	129,834
	CRM Funds	ING Russell Small-Cap Index Prt S	**	73,469
*	ING Life Insurance & Annuity Company	CRM Mid Cap Value Fund Inv	**	34,116
*	ING Life Insurance & Annuity Company	ING Solution Inc Port I	**	13,086
		ING Money Market Fund A	**	6,493
				16,952,008
	Notes Receivable from Participants	Notes Receivable from Participants - collateralized by account balances, interest rates of 4.00% to 9.5%, maturities through January 2022	-0-	187,728
				$ 19,712,634

* Represents party-in-interest

** Participant directed, information not applicable

See independent auditors' report.