

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
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CAIN BROTHERS & COMPANY, LLC</u> <u>360 MADISON AVENUE</u> <u>5TH FLOOR</u> <u>NEW YORK, NY 10017</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-3960078</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>212-869-5600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>523120</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-3960078</u>	2c Sponsor's telephone number <u>212-869-5600</u>	2d Business code (see instructions) <u>523120</u>	
2b Employer Identification Number (EIN) <u>13-3960078</u>					
2c Sponsor's telephone number <u>212-869-5600</u>					
2d Business code (see instructions) <u>523120</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/02/2013 Date	RHETT THURMAN Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/02/2013 Date	RHETT THURMAN Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 138
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 100	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 35	
d Subtotal. Add lines 6a , 6b , and 6c	6d 135	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 135	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 133	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2R 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAIN BROTHERS & COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>13-3960078</u>

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)

VANGUARD GROUP, INC.

23-1945930

(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?
15 33 37	NONE	3788	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VANGUARD GROUP, INC.	63	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA MANAGEMENT INVESTMENT SERV 225 FRANKLIN STREET BOSTON, MA 02266-8081 41-1861053	REVENUE SHARING: FIRST 20 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VANGUARD GROUP, INC.	63	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA MANAGEMENT INVEST DIST INC 225 FRANKLIN STREET BOSTON, MA 02266-8081 13-3043478	REVENUE SHARING PAID ABOVE FIRST 20 BPS

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAIN BROTHERS & COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>13-3960078</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	1046289	1085593
	(2) Participant contributions	1b(2)	6551	16902
	(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)	331073	458540
	(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)	112024	126330
	(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)	21967940	26837490
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	23463877	28524855

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	23463877	28524855
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1085593	
(B) Participants	2a(1)(B)	1176683	
(C) Others (including rollovers)	2a(1)(C)	429812	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2692088
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)	3569	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3569
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	19846	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	622748	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		642594
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	36599	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	30987	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		5612
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	23180	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		23180

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2321946
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5688989

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	624312	
(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)		624312
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	3699	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3699
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		628011

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5060978
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAIN BROTHERS & COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>13-3960078</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

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): _____

Financial Statements and Report of
Independent Certified Public Accountants

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

December 31, 2012 and 2011

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

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- * All other schedules are omitted as they are not applicable or are not required based on the disclosure requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and applicable regulations issued by the Department of Labor.



Grant Thornton LLP
60 Broad Street, 24th Floor
New York, NY 10004-2306
T 212.422.1000
F 212.422.0144
www.GrantThornton.com

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Participants and Plan Administrator of the
Cain Brothers and Company, LLC Retirement Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Cain Brothers & Company, LLC Retirement 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 certified information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan Administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan Administrator 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.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 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 certified information described in Note 4, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "Grant Thornton LLP".

New York, New York
October 1, 2013

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value		
Mutual funds	\$ 26,837,490	\$ 21,967,940
Common stocks	<u>458,540</u>	<u>331,073</u>
Total investments	<u>27,296,030</u>	<u>22,299,013</u>
Receivables		
Notes receivable from participants	126,330	112,024
Employer profit sharing contributions	1,084,218	1,046,289
Participant contributions	16,902	6,551
Employer QNEC contributions	<u>1,375</u>	<u>-</u>
Total receivables	<u>1,228,825</u>	<u>1,164,864</u>
Net assets available for benefits	<u>\$ 28,524,855</u>	<u>\$ 23,463,877</u>

The accompanying notes are an integral part of these statements.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2012

ADDITIONS

Net investment income	
Interest and dividends	\$ 642,594
Net appreciation in fair value of investments	<u>2,350,738</u>
Total investment income	<u>2,993,332</u>
Interest income from notes receivable from participants	<u>3,569</u>
Contributions	
Employer - profit sharing	1,084,218
Participant	1,176,683
Rollover	429,812
Employer - QNEC	<u>1,375</u>
Total contributions	<u>2,692,088</u>
Total additions	5,688,989

DEDUCTIONS

Benefits paid to participants	624,312
Administrative expenses	<u>3,699</u>
Total deductions	<u>628,011</u>
Net increase	5,060,978

Net assets available for benefits

Beginning of year	<u>23,463,877</u>
End of year	<u><u>\$ 28,524,855</u></u>

The accompanying notes are an integral part of this statement.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

1. DESCRIPTION OF THE PLAN

General

Cain Brothers & Company, LLC Retirement Plan (the “Plan”) is a defined contribution plan subject to the requirements of the Employee Retirement Income Security Act of 1974 (“ERISA”) and is sponsored and administered by Cain Brothers & Company, LLC (the “Sponsor” or “Plan Administrator”). The following description of the Plan provides only general information. Participants should refer to the Plan Document and Adoption Agreement for a more complete description of the Plan’s provisions. The most recent restatement of the Adoption Agreement, effective April 1, 2013, increased the Plan’s allowable deferral contribution percentage to a maximum of 50% of employee compensation.

Eligibility Requirements

An employee is eligible to participate in the Plan on the first day of the next calendar quarter following date of hire, as long as the employee is eligible to receive an annual employer paid bonus and is at least 21 years old.

Contributions

Employees may contribute a portion of their compensation as a pre-tax deferral once they have met the eligibility requirements and enter the Plan. Employees were able to contribute from 1% to 15% of their compensation in 1% increments up to an annual maximum contribution permitted by the Internal Revenue Service (the “IRS”) of \$17,000 in 2012 and \$16,500 in 2011. Employees age 50 or older may elect catch-up contributions and may contribute up to an extra \$5,500 each year for 2012 and 2011 into the Plan as a deferral once they have met certain plan limits. Compensation deferrals are fully vested and cannot be forfeited. Participants may also transfer into the Plan amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Plan elected Safe Harbor status for 2012 and the Sponsor committed to making a non-elective Safe Harbor profit sharing contribution of 3% of compensation to non-highly compensated employees as defined in the Plan Document and Adoption Agreement. In March 2013, the Sponsor funded a Safe Harbor profit sharing contribution of \$115,354 for Plan year 2012 which is included in the employer profit sharing contributions on the Statement of Changes in Net Assets Available for Benefits.

The Sponsor may choose to make other contributions to the Plan to both highly compensated and non-highly compensated employees. Discretionary employer profit sharing contributions of \$968,864 and \$1,046,289 were made by the Sponsor for plan years 2012 and 2011, respectively. These profit sharing contributions were funded in March 2013 and February 2012 for Plan years 2012 and 2011, respectively.

For plan year 2012, the total amount of the non-elective Safe Harbor profit sharing contribution and the discretionary employer profit sharing contribution was \$1,084,218.

In 2013, the Sponsor also made a qualified non-elective contribution (QNEC) to the Plan of \$1,375 for the 2012 Plan year to correct an administrative error discovered during the year.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that could be provided from the participant's vested account.

Participants' Investment Options

Upon enrollment in the Plan, participants direct their contributions into various investment options offered by the Plan and all dividends and interest income are reinvested by Vanguard Fiduciary Trust Company ("Vanguard" or the "trustee"). The Plan currently offers various mutual funds and an individual brokerage option as investment options for participants. Earnings on amounts held in the investment funds are allocated to individual accounts daily, based on the proportion each account bears to the total of all account balances.

Benefits

Benefit payments are determined and disbursed by the trustee after receiving notice from the Sponsor that a participant's beneficial interest has matured due to death, disability, retirement or separation. Participants can elect to receive a lump-sum distribution, in cash or in the form of a rollover to another qualified plan, monthly installments or some combination of lump sum and monthly installments. Participants may also take a distribution from pre-tax deferral contributions and profit sharing contributions for payment of qualifying hardship expenses with certain restrictions.

Vesting

Participants are 100% vested in pre-tax employee contributions, Sponsor profit sharing contributions, rollover accounts, qualified non-elective contributions and earnings thereon. There are no plan forfeitures.

Notes Receivable from Participants

Participants may borrow from their plan accounts at a maximum amount that cannot exceed the lesser of: (i) \$50,000, minus the highest outstanding loan balance during the last one-year period ending immediately before the date of the new loan or (ii) 50% of vested account balance as of the date the loan is made. The loans are secured by the balance in the participant's account and the interest rates applicable are determined by the Plan. As of December 31, 2012 and 2011, the interest rate on outstanding loans was 3.25%. The procedure for determining the loan interest rate is subject to change at the discretion of the Plan Administrator and the current method used is prime rate. Principal and interest are amortized in level payments on a semi-monthly basis over the term of the loan and shall be repaid by the participant over a five-year period. Loans used in connection with the purchase of a participant's principal residence may be repaid over a term of up to 30 years. Loan origination fees paid by participants of the Plan to the Trustee in 2012 amounted to \$150.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value based on quoted market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Common stocks are valued at last quoted sales price as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Benefit Distributions

Benefits are recorded when paid.

Administrative expenses

Administrative expenses associated with the Plan are shared between the Sponsor and the Plan participants. Plan participants pay minimum fees per participant to cover a portion of the recordkeeping, account maintenance and information management expenses and all of the loan establishment and maintenance fees. Other non-investment expenses and administrative fees are borne by the Sponsor.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") may require the Plan Administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

3. INVESTMENTS

The following assets represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

	2012	2011
Vanguard International Growth Fund Investor Shares	\$ 4,212,087	\$ 3,390,617
Vanguard Prime Money Market Fund	3,734,738	3,070,700
Vanguard 500 Index Fund Investor Shares	3,678,480	3,008,756
Vanguard Wellington Fund Investor Shares	2,630,624	2,273,261
Vanguard Health Care Fund Investor Shares	2,436,711	2,115,937
Vanguard PRIMECAP Fund Investor Shares	2,276,909	1,993,994
Vanguard Windsor II Fund Investor Shares	1,732,051	1,499,909

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by \$2,350,738 mainly pertaining to unrealized appreciation in mutual funds.

4. CERTIFIED INFORMATION

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard has certified that the following information in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011.
- Net investment income and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012.
- Schedule H, Item 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2012:

Mutual Funds: Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

Common Stocks: The fair values of common stock investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Investments at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 4,723,745	\$ -	\$ -	\$ 4,723,745
Balanced funds	4,262,420	-	-	4,262,420
International funds	4,212,087	-	-	4,212,087
Money market funds	3,734,738	-	-	3,734,738
Growth funds	3,417,898	-	-	3,417,898
Sector funds	2,436,711	-	-	2,436,711
Value funds	2,072,324	-	-	2,072,324
Fixed-income funds	1,875,282	-	-	1,875,282
Total mutual funds	26,735,205	-	-	26,735,205
Brokerage option				
Common stocks	458,540	-	-	458,540
Money market mutual funds	91,799	-	-	91,799
Fixed-income mutual funds	8,472	-	-	8,472
Index mutual funds	2,014	-	-	2,014
Total brokerage option	560,825	-	-	560,825
Total investments at fair value	\$ 27,296,030	\$ -	\$ -	\$ 27,296,030

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

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

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 3,972,330	\$ -	\$ -	\$ 3,972,330
Balanced funds	3,466,908	-	-	3,466,908
International funds	3,390,617	-	-	3,390,617
Money market funds	3,070,700	-	-	3,070,700
Growth funds	2,955,220	-	-	2,955,220
Sector funds	2,115,937	-	-	2,115,937
Value funds	1,734,607	-	-	1,734,607
Fixed-income funds	1,110,686	-	-	1,110,686
Total mutual funds	21,817,005	-	-	21,817,005
Brokerage option				
Common stocks	331,073	-	-	331,073
Money market mutual funds	139,672	-	-	139,672
Fixed-income mutual funds	8,212	-	-	8,212
Index mutual funds	3,051	-	-	3,051
Total brokerage option	482,008	-	-	482,008
Total investments at fair value	<u>\$ 22,299,013</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 22,299,013</u>

6. TAX STATUS OF THE PLAN

The IRS has issued an opinion and informed the Plan Sponsor by a letter dated March 31, 2008, that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code. The Plan Administrator believes the Plan is being operated, in all material respects, in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and tax-exempt.

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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 disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

7. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by an affiliate of Vanguard. Vanguard is the record keeper as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

8. PLAN TERMINATION

While Cain Brothers & Company, LLC has not expressed any intent to discontinue its contributions or to terminate the Plan, it may do so at any time. In the event of termination, the Plan Administrator will facilitate the distribution of account balances under the provisions of the Plan until all assets have been distributed by the trustee. Each participant in the Plan, upon Plan termination will remain 100% vested in their account balance.

9. RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

10. SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 1, 2013, which is the date the financial statements were available to be issued. There were no subsequent events that would require recognition of additional disclosure in the Plan's financial statements.

SUPPLEMENTAL SCHEDULE

CAIN BROTHERS & COMPANY, LLC PLAN
Schedule H, Item 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Columbia Acorn Fund Class Z	Mutual Fund	**	\$ 1,140,989
*	Vanguard 500 Index Fund Investor Shares	Mutual Fund	**	3,678,480
*	Vanguard Extended Market Index Fund Investor Shares	Mutual Fund	**	1,045,265
*	Vanguard Health Care Fund Investor Shares	Mutual Fund	**	2,436,711
*	Vanguard International Growth Fund Investor Shares	Mutual Fund	**	4,212,087
*	Vanguard Long-Term Treasury Fund Investor Shares	Mutual Fund	**	707,410
*	Vanguard PRIMECAP Fund Investor Shares	Mutual Fund	**	2,276,909
*	Vanguard Prime Money Market Fund	Mutual Fund	**	3,734,738
*	Vanguard Selected Value Fund	Mutual Fund	**	340,273
*	Vanguard Target Retirement 2015 Fund	Mutual Fund	**	148,484
*	Vanguard Target Retirement 2020 Fund	Mutual Fund	**	37,566
*	Vanguard Target Retirement 2025 Fund	Mutual Fund	**	700,377
*	Vanguard Target Retirement 2030 Fund	Mutual Fund	**	38,141
*	Vanguard Target Retirement 2035 Fund	Mutual Fund	**	150,768
*	Vanguard Target Retirement 2040 Fund	Mutual Fund	**	126,665
*	Vanguard Target Retirement 2045 Fund	Mutual Fund	**	190,539
*	Vanguard Target Retirement 2050 Fund	Mutual Fund	**	236,747
*	Vanguard Target Retirement 2055 Fund	Mutual Fund	**	2,153
*	Vanguard Target Retirement Income	Mutual Fund	**	356
*	Vanguard Total Bond Market Index Fund Investor Shares	Mutual Fund	**	1,167,872
*	Vanguard Wellington Fund Investor Shares	Mutual Fund	**	2,630,624
*	Vanguard Windsor II Fund Investor Shares	Mutual Fund	**	1,732,051
*	Brokerage Option	Mutual Funds/Common Stocks	**	560,825
*	Participant Notes Receivables	Participant Loans, 3.25% various maturities		126,330
				<u>\$ 27,422,360</u>

* Denotes party-in-interest

** Cost information not included as all investments are participant directed.

CAIN BROTHERS & COMPANY, LLC PLAN
Schedule H, Item 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
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*	Vanguard Health Care Fund Investor Shares	Mutual Fund	**	2,436,711
*	Vanguard International Growth Fund Investor Shares	Mutual Fund	**	4,212,087
*	Vanguard Long-Term Treasury Fund Investor Shares	Mutual Fund	**	707,410
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*	Vanguard Windsor II Fund Investor Shares	Mutual Fund	**	1,732,051
*	Brokerage Option	Mutual Funds/Common Stocks	**	560,825
*	Participant Notes Receivables	Participant Loans, 3.25% various maturities		126,330
				<u>\$ 27,422,360</u>

* Denotes party-in-interest

** Cost information not included as all investments are participant directed.

Financial Statements and Report of
Independent Certified Public Accountants

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

December 31, 2012 and 2011

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

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- * All other schedules are omitted as they are not applicable or are not required based on the disclosure requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and applicable regulations issued by the Department of Labor.



Grant Thornton LLP
60 Broad Street, 24th Floor
New York, NY 10004-2306
T 212.422.1000
F 212.422.0144
www.GrantThornton.com

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Participants and Plan Administrator of the
Cain Brothers and Company, LLC Retirement Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Cain Brothers & Company, LLC Retirement 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 certified information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan Administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan Administrator 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.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 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 certified information described in Note 4, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "Grant Thornton LLP".

New York, New York
October 1, 2013

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value		
Mutual funds	\$ 26,837,490	\$ 21,967,940
Common stocks	<u>458,540</u>	<u>331,073</u>
Total investments	<u>27,296,030</u>	<u>22,299,013</u>
Receivables		
Notes receivable from participants	126,330	112,024
Employer profit sharing contributions	1,084,218	1,046,289
Participant contributions	16,902	6,551
Employer QNEC contributions	<u>1,375</u>	<u>-</u>
Total receivables	<u>1,228,825</u>	<u>1,164,864</u>
Net assets available for benefits	<u>\$ 28,524,855</u>	<u>\$ 23,463,877</u>

The accompanying notes are an integral part of these statements.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2012

ADDITIONS

Net investment income	
Interest and dividends	\$ 642,594
Net appreciation in fair value of investments	<u>2,350,738</u>
Total investment income	<u>2,993,332</u>
Interest income from notes receivable from participants	<u>3,569</u>
Contributions	
Employer - profit sharing	1,084,218
Participant	1,176,683
Rollover	429,812
Employer - QNEC	<u>1,375</u>
Total contributions	<u>2,692,088</u>
Total additions	5,688,989

DEDUCTIONS

Benefits paid to participants	624,312
Administrative expenses	<u>3,699</u>
Total deductions	<u>628,011</u>
Net increase	5,060,978

Net assets available for benefits	
Beginning of year	<u>23,463,877</u>
End of year	<u><u>\$ 28,524,855</u></u>

The accompanying notes are an integral part of this statement.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

1. DESCRIPTION OF THE PLAN

General

Cain Brothers & Company, LLC Retirement Plan (the “Plan”) is a defined contribution plan subject to the requirements of the Employee Retirement Income Security Act of 1974 (“ERISA”) and is sponsored and administered by Cain Brothers & Company, LLC (the “Sponsor” or “Plan Administrator”). The following description of the Plan provides only general information. Participants should refer to the Plan Document and Adoption Agreement for a more complete description of the Plan’s provisions. The most recent restatement of the Adoption Agreement, effective April 1, 2013, increased the Plan’s allowable deferral contribution percentage to a maximum of 50% of employee compensation.

Eligibility Requirements

An employee is eligible to participate in the Plan on the first day of the next calendar quarter following date of hire, as long as the employee is eligible to receive an annual employer paid bonus and is at least 21 years old.

Contributions

Employees may contribute a portion of their compensation as a pre-tax deferral once they have met the eligibility requirements and enter the Plan. Employees were able to contribute from 1% to 15% of their compensation in 1% increments up to an annual maximum contribution permitted by the Internal Revenue Service (the “IRS”) of \$17,000 in 2012 and \$16,500 in 2011. Employees age 50 or older may elect catch-up contributions and may contribute up to an extra \$5,500 each year for 2012 and 2011 into the Plan as a deferral once they have met certain plan limits. Compensation deferrals are fully vested and cannot be forfeited. Participants may also transfer into the Plan amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Plan elected Safe Harbor status for 2012 and the Sponsor committed to making a non-elective Safe Harbor profit sharing contribution of 3% of compensation to non-highly compensated employees as defined in the Plan Document and Adoption Agreement. In March 2013, the Sponsor funded a Safe Harbor profit sharing contribution of \$115,354 for Plan year 2012 which is included in the employer profit sharing contributions on the Statement of Changes in Net Assets Available for Benefits.

The Sponsor may choose to make other contributions to the Plan to both highly compensated and non-highly compensated employees. Discretionary employer profit sharing contributions of \$968,864 and \$1,046,289 were made by the Sponsor for plan years 2012 and 2011, respectively. These profit sharing contributions were funded in March 2013 and February 2012 for Plan years 2012 and 2011, respectively.

For plan year 2012, the total amount of the non-elective Safe Harbor profit sharing contribution and the discretionary employer profit sharing contribution was \$1,084,218.

In 2013, the Sponsor also made a qualified non-elective contribution (QNEC) to the Plan of \$1,375 for the 2012 Plan year to correct an administrative error discovered during the year.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that could be provided from the participant's vested account.

Participants' Investment Options

Upon enrollment in the Plan, participants direct their contributions into various investment options offered by the Plan and all dividends and interest income are reinvested by Vanguard Fiduciary Trust Company ("Vanguard" or the "trustee"). The Plan currently offers various mutual funds and an individual brokerage option as investment options for participants. Earnings on amounts held in the investment funds are allocated to individual accounts daily, based on the proportion each account bears to the total of all account balances.

Benefits

Benefit payments are determined and disbursed by the trustee after receiving notice from the Sponsor that a participant's beneficial interest has matured due to death, disability, retirement or separation. Participants can elect to receive a lump-sum distribution, in cash or in the form of a rollover to another qualified plan, monthly installments or some combination of lump sum and monthly installments. Participants may also take a distribution from pre-tax deferral contributions and profit sharing contributions for payment of qualifying hardship expenses with certain restrictions.

Vesting

Participants are 100% vested in pre-tax employee contributions, Sponsor profit sharing contributions, rollover accounts, qualified non-elective contributions and earnings thereon. There are no plan forfeitures.

Notes Receivable from Participants

Participants may borrow from their plan accounts at a maximum amount that cannot exceed the lesser of: (i) \$50,000, minus the highest outstanding loan balance during the last one-year period ending immediately before the date of the new loan or (ii) 50% of vested account balance as of the date the loan is made. The loans are secured by the balance in the participant's account and the interest rates applicable are determined by the Plan. As of December 31, 2012 and 2011, the interest rate on outstanding loans was 3.25%. The procedure for determining the loan interest rate is subject to change at the discretion of the Plan Administrator and the current method used is prime rate. Principal and interest are amortized in level payments on a semi-monthly basis over the term of the loan and shall be repaid by the participant over a five-year period. Loans used in connection with the purchase of a participant's principal residence may be repaid over a term of up to 30 years. Loan origination fees paid by participants of the Plan to the Trustee in 2012 amounted to \$150.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value based on quoted market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Common stocks are valued at last quoted sales price as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Benefit Distributions

Benefits are recorded when paid.

Administrative expenses

Administrative expenses associated with the Plan are shared between the Sponsor and the Plan participants. Plan participants pay minimum fees per participant to cover a portion of the recordkeeping, account maintenance and information management expenses and all of the loan establishment and maintenance fees. Other non-investment expenses and administrative fees are borne by the Sponsor.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") may require the Plan Administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

3. INVESTMENTS

The following assets represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

	2012	2011
Vanguard International Growth Fund Investor Shares	\$ 4,212,087	\$ 3,390,617
Vanguard Prime Money Market Fund	3,734,738	3,070,700
Vanguard 500 Index Fund Investor Shares	3,678,480	3,008,756
Vanguard Wellington Fund Investor Shares	2,630,624	2,273,261
Vanguard Health Care Fund Investor Shares	2,436,711	2,115,937
Vanguard PRIMECAP Fund Investor Shares	2,276,909	1,993,994
Vanguard Windsor II Fund Investor Shares	1,732,051	1,499,909

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by \$2,350,738 mainly pertaining to unrealized appreciation in mutual funds.

4. CERTIFIED INFORMATION

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard has certified that the following information in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011.
- Net investment income and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012.
- Schedule H, Item 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2012:

Mutual Funds: Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

Common Stocks: The fair values of common stock investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Investments at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 4,723,745	\$ -	\$ -	\$ 4,723,745
Balanced funds	4,262,420	-	-	4,262,420
International funds	4,212,087	-	-	4,212,087
Money market funds	3,734,738	-	-	3,734,738
Growth funds	3,417,898	-	-	3,417,898
Sector funds	2,436,711	-	-	2,436,711
Value funds	2,072,324	-	-	2,072,324
Fixed-income funds	1,875,282	-	-	1,875,282
Total mutual funds	26,735,205	-	-	26,735,205
Brokerage option				
Common stocks	458,540	-	-	458,540
Money market mutual funds	91,799	-	-	91,799
Fixed-income mutual funds	8,472	-	-	8,472
Index mutual funds	2,014	-	-	2,014
Total brokerage option	560,825	-	-	560,825
Total investments at fair value	\$ 27,296,030	\$ -	\$ -	\$ 27,296,030

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

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

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 3,972,330	\$ -	\$ -	\$ 3,972,330
Balanced funds	3,466,908	-	-	3,466,908
International funds	3,390,617	-	-	3,390,617
Money market funds	3,070,700	-	-	3,070,700
Growth funds	2,955,220	-	-	2,955,220
Sector funds	2,115,937	-	-	2,115,937
Value funds	1,734,607	-	-	1,734,607
Fixed-income funds	1,110,686	-	-	1,110,686
Total mutual funds	21,817,005	-	-	21,817,005
Brokerage option				
Common stocks	331,073	-	-	331,073
Money market mutual funds	139,672	-	-	139,672
Fixed-income mutual funds	8,212	-	-	8,212
Index mutual funds	3,051	-	-	3,051
Total brokerage option	482,008	-	-	482,008
Total investments at fair value	<u>\$ 22,299,013</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 22,299,013</u>

6. TAX STATUS OF THE PLAN

The IRS has issued an opinion and informed the Plan Sponsor by a letter dated March 31, 2008, that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code. The Plan Administrator believes the Plan is being operated, in all material respects, in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and tax-exempt.

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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 disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

CAIN BROTHERS & COMPANY, LLC RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

7. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by an affiliate of Vanguard. Vanguard is the record keeper as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

8. PLAN TERMINATION

While Cain Brothers & Company, LLC has not expressed any intent to discontinue its contributions or to terminate the Plan, it may do so at any time. In the event of termination, the Plan Administrator will facilitate the distribution of account balances under the provisions of the Plan until all assets have been distributed by the trustee. Each participant in the Plan, upon Plan termination will remain 100% vested in their account balance.

9. RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

10. SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 1, 2013, which is the date the financial statements were available to be issued. There were no subsequent events that would require recognition of additional disclosure in the Plan's financial statements.

SUPPLEMENTAL SCHEDULE

CAIN BROTHERS & COMPANY, LLC PLAN
Schedule H, Item 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Columbia Acorn Fund Class Z	Mutual Fund	**	\$ 1,140,989
*	Vanguard 500 Index Fund Investor Shares	Mutual Fund	**	3,678,480
*	Vanguard Extended Market Index Fund Investor Shares	Mutual Fund	**	1,045,265
*	Vanguard Health Care Fund Investor Shares	Mutual Fund	**	2,436,711
*	Vanguard International Growth Fund Investor Shares	Mutual Fund	**	4,212,087
*	Vanguard Long-Term Treasury Fund Investor Shares	Mutual Fund	**	707,410
*	Vanguard PRIMECAP Fund Investor Shares	Mutual Fund	**	2,276,909
*	Vanguard Prime Money Market Fund	Mutual Fund	**	3,734,738
*	Vanguard Selected Value Fund	Mutual Fund	**	340,273
*	Vanguard Target Retirement 2015 Fund	Mutual Fund	**	148,484
*	Vanguard Target Retirement 2020 Fund	Mutual Fund	**	37,566
*	Vanguard Target Retirement 2025 Fund	Mutual Fund	**	700,377
*	Vanguard Target Retirement 2030 Fund	Mutual Fund	**	38,141
*	Vanguard Target Retirement 2035 Fund	Mutual Fund	**	150,768
*	Vanguard Target Retirement 2040 Fund	Mutual Fund	**	126,665
*	Vanguard Target Retirement 2045 Fund	Mutual Fund	**	190,539
*	Vanguard Target Retirement 2050 Fund	Mutual Fund	**	236,747
*	Vanguard Target Retirement 2055 Fund	Mutual Fund	**	2,153
*	Vanguard Target Retirement Income	Mutual Fund	**	356
*	Vanguard Total Bond Market Index Fund Investor Shares	Mutual Fund	**	1,167,872
*	Vanguard Wellington Fund Investor Shares	Mutual Fund	**	2,630,624
*	Vanguard Windsor II Fund Investor Shares	Mutual Fund	**	1,732,051
*	Brokerage Option	Mutual Funds/Common Stocks	**	560,825
*	Participant Notes Receivables	Participant Loans, 3.25% various maturities		126,330
				<u>\$ 27,422,360</u>

* Denotes party-in-interest

** Cost information not included as all investments are participant directed.