

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>GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1984</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>10/01/1984</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>10/01/1984</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GRAYDON HEAD & RITCHEY LLP</u> <u>511 WALNUT STREET, SUITE 1900</u> <u>CINCINNATI, OH 45202-3157</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0565234</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-621-6464</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0565234</u>	2c Sponsor's telephone number <u>513-621-6464</u>	2d Business code (see instructions) <u>541110</u>	
2b Employer Identification Number (EIN) <u>31-0565234</u>					
2c Sponsor's telephone number <u>513-621-6464</u>					
2d Business code (see instructions) <u>541110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/10/2013</u> Date	<u>PERRY C OWEN</u> Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	<u>10/10/2013</u> Date	<u>ROBERT R SAELINGER</u> 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) <u>WADE, WERNER, THOMPSON & CO.</u> <u>119 EAST COURT STREET, SUITE 407</u> <u>CINCINNATI, OH 45202</u>			Preparer's telephone number (optional) <u>513-632-5322</u>

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		5 171
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	137
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	26
d Subtotal. Add lines 6a , 6b , and 6c	6d	164
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	165
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	165
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2R 3B		
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>GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS 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>GRAYDON HEAD & RITCHEY LLP</u>	D Employer Identification Number (EIN) <u>31-0565234</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)

BAHL & GAYNOR INC

212 EAST THIRD STREET, SUITE 200
CINCINNATI, OH 45202

31-1297139

(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?
71	ADVISOR	21627	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

FIFTH THIRD BANK RETIREMENT SERVICE

38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

31-0854433

(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?
64	RECORDKEEPER	66899	Yes ☒ No ☐	Yes ☒ No ☐		Yes ☒ No ☐

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

JOHNSON INVESTMENT COUNSEL

3777 W FORK ROAD
CINCINNATI, OH 45247

31-1801770

(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?
71	ADVISOR	4302	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)

MELLOTT & MELLOTT PLL

312 ELM STREET, SUITE 1250
CINCINNATI, OH 45202

31-6063298

(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?
10	AUDITOR		Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

TD AMERITRADE INC

4211 S. 102ND STREET
OMAHA, NE 68127

(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?
33	BROKERAGE SERVICES	8807	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
BAHL & GAYNOR INC	71	

(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.
BAHL & GAYNOR INC 31-1297139 212 EAST THIRD STREET, SUITE 200 CINCINNATI, OH 45202	MANAGEMENT FEE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JOHNSON INVESTMENT COUNSEL	71	

(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.
JOHNSON INVESTMENT COUNSEL 31-1801770 3777 W FORK RD CINCINNATI, OH 45247	MANAGEMENT FEE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
OPEN BROKERAGE WINDOW	33	

(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.
OPEN BROKERAGE WINDOW 4211 S. 102ND ST. OMAHA, NE 68127	INCOME FROM MARKET MAKERS OF APPROX \$2 PER QUALIFIED TRADE. 30BPS ANNUALLY ON AVG DAILY ASSETS IN TDAM MONEY MARKET 12(B)(1) MUTUAL FUND FEES OF 10-25 BPS ON BALANCES IN RESPECTIVE FUND FAMILIES

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
ALLIANZ FUNDS	33	
(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.
ALLIANZ FUNDS 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
33-0457728		
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
AMERICAN CENTURY CAPITAL PORTFOLIOS	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY CAPITAL PORTFOLIOS 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
43-1646043		
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
AMERICAN CENTURY GOVERNMENT INCOME	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY GOVERNMENT INCOME 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
43-0821857		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN CENTURY INVESTMENTS	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY INVESTMENTS 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
43-0821857		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ARTIO GLOBAL INVESTMENT FUNDS	33	
(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.
ARTIO GLOBAL INVESTMENT FUNDS 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
13-6174048		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ARTISAN FUNDS INC	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN FUNDS INC 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
39-1811840		

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
BLACKROCK EQUITY DIVIDEND FUND	33	
(d) Enter name and EIN (address) of source of indirect compensation		
BLACKROCK EQUITY DIVIDEND FUND 4212 S. 102ND ST. OMAHA, NE 68127 13-3806694	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2		
COHEN & STEERS GLOBAL REALTY SHARES	33	
(d) Enter name and EIN (address) of source of indirect compensation		
COHEN & STEERS GLOBAL REALTY SHARES 4211 S. 102ND ST. OMAHA, NE 68127 01-3335336	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2		
COLUMBIA ACORN TRUST	33	
(d) Enter name and EIN (address) of source of indirect compensation		
COLUMBIA ACORN TRUST 4211 S. 102ND ST. OMAHA, NE 68127 36-2692100	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	

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
DFA INVESTMENT DIMENSIONS GROUP INC	33	
(d) Enter name and EIN (address) of source of indirect compensation DFA INVESTMENT DIMENSIONS GROUP INC 4211 S. 102ND ST. OMAHA, NE 68127 36-3129984		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS		
(a) Enter service provider name as it appears on line 2 DODGE & COX FUNDS		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation		
(d) Enter name and EIN (address) of source of indirect compensation DODGE & COX FUNDS 4211 S. 102ND ST. OMAHA, NE 68127 94-6067274		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS		
(a) Enter service provider name as it appears on line 2 DREYFUS APPRECIATION FUND INC		
(b) Service Codes (see instructions) 33		
(c) Enter amount of indirect compensation		
(d) Enter name and EIN (address) of source of indirect compensation DREYFUS APPRECIATION FUND INC 4211 S. 102ND ST. OMAHA, NE 68127 13-3088846		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS		

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
DREYFUS INDEX FUNDS INC	33	
(d) Enter name and EIN (address) of source of indirect compensation DREYFUS INDEX FUNDS INC 4211 S. 102ND ST. OMAHA, NE 68127 13-3554128 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS		
(a) Enter service provider name as it appears on line 2 EUROPACIFIC GROWTH FUND (b) Service Codes (see instructions) 33 (c) Enter amount of indirect compensation		
(d) Enter name and EIN (address) of source of indirect compensation EUROPACIFIC GROWTH FUND 4211 S. 102ND ST. OMAHA, NE 68127 95-1411037 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS		
(a) Enter service provider name as it appears on line 2 FIDELITY ADVISOR SERIES II (b) Service Codes (see instructions) 33 (c) Enter amount of indirect compensation		
(d) Enter name and EIN (address) of source of indirect compensation FIDELITY ADVISOR SERIES II 4211 S. 102ND ST. OMAHA, NE 68127 04-3022712 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS		

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
FIRST EAGLE FUND	33	
(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.
FIRST EAGLE FUND 4211 S. 102ND ST. OMAHA, NE 68127 13-3392291	RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FORUM FUNDS (ABSOLUTE STRATEGIES)	33	
(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.
FORUM FUNDS (ABSOLUTE STRATEGIES) 4211 S. 102ND ST. OMAHA, NE 68127 01-0516963	RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
GATEWAY TRUST	33	
(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.
GATEWAY TRUST 4211 S. 102ND ST. OMAHA, NE 68127 04-3200027	RANGE FROM 0 - 100 BPS	

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
HARBOR FUNDS	33	
(d) Enter name and EIN (address) of source of indirect compensation HARBOR FUNDS 4211 S. 102ND ST. OMAHA, NE 68127 34-1953393	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2 HARRIS ASSOCIATES INVESTMENT TRUST	(b) Service Codes (see instructions) 33	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation HARRIS ASSOCIATES INVESTMENT TRUST 4211 S. 102ND ST. OMAHA, NE 68127 04-3276558	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2 ING MUTUAL FUNDS	(b) Service Codes (see instructions) 33	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation ING MUTUAL FUNDS 4211 S. 102ND ST. OMAHA, NE 68127 58-2449151	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	

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
JANUS INVESTMENT FUND	33	
(d) Enter name and EIN (address) of source of indirect compensation		
JANUS INVESTMENT FUND 4211 S. 102ND ST. OMAHA, NE 68127 84-0592523	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2		
LAZARD FUNDS INC	33	
(d) Enter name and EIN (address) of source of indirect compensation		
LAZARD FUNDS INC 4211 S. 102ND ST. OMAHA, NE 68127 20-0169148	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2		
LOOMIS SAYLES FUNDS I	33	
(d) Enter name and EIN (address) of source of indirect compensation		
LOOMIS SAYLES FUNDS I 4211 S. 102ND ST. OMAHA, NE 68127 04-3219179	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RANGE FROM 0 - 100 BPS	

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
LOOMIS SAYLES FUNDS II	33	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SAYLES FUNDS II 4211 S. 102ND ST. OMAHA, NE 68127 04-3113285	RANGE FROM 0 - 100 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MANAGED PORTFOLIO SER (TORTOISE)	33	

(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.
MANAGED PORTFOLIO SER (TORTOISE) 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MARSICO INVESTMENT FUND	33	

(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.
MARSICO INVESTMENT FUND 4211 S. 102ND ST. OMAHA, NE 68127 84-1434992	RANGE FROM 0 - 100 BPS

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
MERGER FUND	33	

(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.
MERGER FUND 4211 S. 102ND ST. OMAHA, NE 68127 14-6117490	RANGE FROM 0 - 100 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
METROPOLITAN WEST FUNDS	33	

(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.
METROPOLITAN WEST FUNDS 4211 S. 102ND ST. OMAHA, NE 68127 95-4597302	RANGE FROM 0 - 100 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NORTHERN LIGHTS FUND TR(MUTUALHEDGE	33	

(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.
NORTHERN LIGHTS FUND TR(MUTUALHEDGE 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS

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
NORTHERN LIGHTS FUND TR(THECOLLARFU	33	
(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.
NORTHERN LIGHTS FUND TR(THECOLLARFU 4211 S. 102ND ST. OMAHA, NE 68127 77-0625792	RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NUVEEN INVESTMENT FUNDS INC	33	
(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.
NUVEEN INVESTMENT FUNDS INC 4211 S. 102ND ST. OMAHA, NE 68127 41-1418224	RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
OPPENHEIMER DEVELOPING MARKETS FUND	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER DEVELOPING MARKETS FUND 4211 S. 102ND ST. OMAHA, NE 68127 93-6305075	RANGE FROM 0 - 100 BPS	

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
OPPENHEIMER INTERNATIONAL BOND FUND	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER INTERNATIONAL BOND FUND 4211 S. 102ND ST. OMAHA, NE 68127 84-1308320	RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
PIMCO FUNDS	33	
(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.
PIMCO FUNDS 4211 S. 102ND ST. OMAHA, NE 68127 33-0629048	RANGE FROM 0 - 100 BPS	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
T. ROWE PRICE BLUE CHIP GROWTH FUND	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE BLUE CHIP GROWTH FUND 4211 S. 102ND ST. OMAHA, NE 68127 52-1827505	RANGE FROM 0 - 100 BPS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T. ROWE PRICE GROWTH STOCK FUND INC	33	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE GROWTH STOCK FUND INC 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
52-0655816		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TEMPLETON INCOME TRUST	33	
(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.
TEMPLETON INCOME TRUST 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
59-6865210		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TOUCHSTONE INVESTMENT TRUST	33	
(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.
TOUCHSTONE INVESTMENT TRUST 4211 S. 102ND ST. OMAHA, NE 68127	RANGE FROM 0 - 100 BPS	
31-0853808		

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
VAN ECK FUNDS	33	

(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.
VAN ECK FUNDS 4211 S. 102ND ST. OMAHA, NE 68127 13-3876898	RANGE FROM 0 - 100 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VANGUARD FIXED INCOME SECURITIES FU	33	

(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.
VANGUARD FIXED INCOME SECURITIES FU 4211 S. 102ND ST. OMAHA, NE 68127 23-1899003	RANGE FROM 0 - 100 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

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 01/01/2012 and ending 12/31/2012		
A Name of plan GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 GRAYDON HEAD & RITCHEY LLP	D Employer Identification Number (EIN) 31-0565234	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1553618	1480657
(2) Participant contributions	1b(2)	551039	515431
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2654218	2840295
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	499478	536732
(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)	22922198	25459646
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	10700338	12408402

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	38880889	43241163

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	10450	
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	10450	

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	38870439	43241163
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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)	1480703	
(B) Participants	2a(1)(B)	1017386	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2498089
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)	21464	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21464
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	644649	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		644649
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(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)		2620074
c Other income.....	2c		1184815
d Total income. Add all income amounts in column (b) and enter total.....	2d		6969091

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2507182	
(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)		2507182
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)	66899	
(3) Investment advisory and management fees	2i(3)	34736	
(4) Other	2i(4)	-10450	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		91185
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2598367

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4370724
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: MELLOTT & MELLOTT PLL

(2) EIN: 31-6063298

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		2000000
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.).....			
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>GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS 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>GRAYDON HEAD & RITCHEY LLP</u>	D Employer Identification Number (EIN) <u>31-0565234</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-3691658</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 <u>7</u>

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	<u>0</u>	
b Enter the amount contributed by the employer to the plan for this plan year	6b	<u>0</u>	
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	0

- 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): _____

AUDITED FINANCIAL STATEMENTS

GRAYDON HEAD & RITCHEY LLP
RETIREMENT SAVINGS PLAN

CINCINNATI, OHIO

DECEMBER 31, 2012

C O N T E N T S

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of the
Graydon Head & Ritchey LLP Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Graydon Head & Ritchey LLP Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fifth Third Bank, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012, and December 31, 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on 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 information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mellott & Mellott, P.L.L.

Cincinnati, Ohio
August 26, 2013

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GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND DECEMBER 31, 2011

<u>ASSETS</u>	<u>2012</u>	<u>2011</u>
Investments at fair value:		
Cash and cash equivalents	\$ 4,658,393	\$ 3,444,461
U.S. Government securities	14,937	14,863
Corporate debt instruments	99,330	125,875
Common stocks	7,056,680	6,849,503
Value of interests in registered investment companies	<u>28,879,003</u>	<u>25,842,052</u>
	<u>40,708,343</u>	<u>36,276,754</u>
Receivables:		
Employer contributions	1,480,657	1,553,618
Participant contributions	515,431	551,039
Notes receivable from participants	<u>536,732</u>	<u>499,478</u>
	<u>2,532,820</u>	<u>2,604,135</u>
 TOTAL ASSETS	 43,241,163	 38,880,889
 <u>LIABILITIES</u>		
Accrued expenses	<u>-</u>	<u>10,450</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$43,241,163</u>	 <u>\$38,870,439</u>

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

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS

Additions to net assets attributed to:

Investment income:

Interest and dividends	\$ 930,039
Net appreciation in fair value of investments	<u>3,519,499</u>
	<u>4,449,538</u>

Interest income on notes receivable from participants	<u>21,464</u>
---	---------------

Contributions (cash):

Employer	1,480,703
Participants	<u>1,017,386</u>
	<u>2,498,089</u>

TOTAL ADDITIONS	<u>6,969,091</u>
-----------------	------------------

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	2,507,182
Administrative expenses	<u>91,185</u>

TOTAL DEDUCTIONS	<u>2,598,367</u>
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NET INCREASE IN ASSETS	4,370,724
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NET ASSETS AVAILABLE FOR BENEFITS

January 1, 2012	<u>38,870,439</u>
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December 31, 2012	<u>\$43,241,163</u>
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The accompanying notes to financial statements
are an integral part of this statement.

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 DESCRIPTION OF PLAN

The following description of the Graydon Head & Ritchey LLP Retirement Savings Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees and partners of Graydon Head & Ritchey LLP (the Firm) and the Firm's subsidiaries, GH&R Business Services, Inc., GH&R Holding, L.L.C., who are at least twenty-one years old and have completed thirty days of service. The Firm pays certain administrative costs of the Plan, and controls and manages the operation and administration of the Plan. The trustees for the Plan are R.G. Schmalzl, R.R. Saelinger and P.M. Slater. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may contribute up to 100 percent of annual compensation as defined in the Plan. During the 2012 tax year, participants could contribute up to \$17,000 if the participant's age is 49 or less, and \$22,500 if the participant's age is 50 or above. (This figure may be adjusted in the future by the Secretary of the Treasury for cost of living increases). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may choose any legally permissible investment which the Plan trustees make available.

The plan sponsor contributes a discretionary amount to the plan which is established each year as a percentage of an employee's and partner's eligible compensation. For 2012, the discretionary contribution was 6 percent of an employee's compensation, with an additional contribution allocated on the portion of the compensation that exceeds the Social Security taxable wage base.

The plan sponsor contributes a safe harbor matching amount from 50 percent - 100 percent of the first 5 percent of annual compensation that a participant elects to contribute under the Section 401(k) feature.

PARTICIPANT ACCOUNTS

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

VESTING

Participants are immediately vested in their contributions, rollover contributions, and the Firm's safe harbor matching contributions plus actual earnings thereon. Vesting in the Firm's other discretionary contributions occurs ratably over a period of two to six years. The Plan defines "one year of service" based upon the elapsed time method. Firm discretionary contributions also become fully vested when a participant employed by the Firm reaches normal retirement age, as defined by the Plan, or is terminated due to death or disability.

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. Loans must be adequately secured. Security consists of up to 50 percent of a participant's account balance and may, in addition, consist of a mortgage on the participant's residence. Loans bear interest at a rate equal to that which the Firm's principal bank would charge on a similar loan and must be repaid within no more than five years, except for certain principal residence related loans. Principal and interest are payable ratably over the term of the loan not less frequently than quarterly.

PAYMENT OF BENEFITS

On termination of service, a participant (or participant's beneficiary in the event of death) may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance or annual installments over a period not exceeding certain life expectancies.

FORFEITED ACCOUNTS

Forfeitures of Firm contributions are allocated among restoration of participant forfeitures, reduction of employer's contribution and offsetting Plan expenses. At December 31, 2012, and December 31, 2011, forfeited nonvested accounts totaled \$3,521 and \$190, respectively. During 2012, the Plan did not dispose of forfeited nonvested accounts.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed in the preparation of these financial statements. The financial statements and notes are the representation of the Plan's management, who is responsible for their integrity and objectivity. The policies conform to accounting principles generally accepted in the United States of America and have been consistently applied.

BASIS OF ACCOUNTING

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

CASH AND CASH EQUIVALENTS

The Plan considers money market accounts and highly liquid debt instruments purchased with maturities of three months or less as cash equivalents.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

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.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes the plan's gains and losses on investments bought and sold as well as held during the year.

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FAIR VALUE MEASUREMENTS

The Fair Value Measurement Topic of the Financial Accounting Standards Board Accounting Standards Codification, establishes a 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 Accounting Standards Codification are described below:

Level 1

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

Level 2

Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability 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.

Level 3

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

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

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

Common stocks are valued at the closing price reported on the active market on which the individual securities are traded (Level 1).

Value of interests in registered investment companies (mutual funds) are valued at the net asset value (NAV) of shares held by the plan at year end (Level 1).

U.S. Government securities and Corporate debt instruments are valued at quoted prices for similar assets in active markets (Level 2).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, while 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.

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FAIR VALUE MEASUREMENTS (CONT'D)

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

	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	<u>TOTAL</u>
<u>December 31, 2012</u>			
<u>Investment Funds Made</u>			
<u>Available By Plan Trustee</u>			
Cash and cash equivalents:			
Money market fund	\$ 2,840,295		\$ 2,840,295
Value of interests in registered investment companies:			
Conservative allocation funds	1,276,901		1,276,901
Foreign large cap blended funds	3,074,993		3,074,993
Intermediate term bond funds	6,241,834		6,241,834
Large cap blended funds	3,305,366		3,305,366
Large cap growth funds	1,028,724		1,028,724
Large cap value funds	4,797,611		4,797,611
Mid cap blended funds	404,456		404,456
Mid cap growth funds	896,637		896,637
Mid cap value funds	805,558		805,558
Moderate allocation funds	660,907		660,907
Short term bond funds	1,246,398		1,246,398
Small cap growth funds	551,916		551,916
Small cap value funds	1,168,345		1,168,345
<u>Self Directed Brokerage Accounts</u>			
Cash and cash equivalents	1,818,098		1,818,098
U.S. Government securities		\$ 14,937	14,937
Corporate debt instruments		99,330	99,330
Common stocks	7,056,680		7,056,680
Value of interests in registered investment companies	<u>3,419,357</u>		<u>3,419,357</u>
Total investments at fair value	<u>\$40,594,076</u>	<u>\$ 114,267</u>	<u>\$40,708,343</u>

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FAIR VALUE MEASUREMENTS (CONT'D)

	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	TOTAL
<u>December 31, 2011</u>			
<u>Investment Funds Made</u>			
<u>Available By Plan Trustee</u>			
Cash and cash equivalents:			
Money market fund	\$ 2,654,218		\$ 2,654,218
Value of interests in registered investment companies:			
Conservative allocation funds	685,829		685,829
Foreign large cap blended funds	3,701,504		3,701,504
Intermediate term bond funds	5,502,155		5,502,155
Large cap blended funds	3,523,485		3,523,485
Large cap growth funds	2,237,688		2,237,688
Large cap value funds	1,973,086		1,973,086
Mid cap blended funds	235,712		235,712
Mid cap growth funds	1,105,177		1,105,177
Mid cap value funds	1,412,831		1,412,831
Moderate allocation funds	1,387,484		1,387,484
Short term bond funds	1,437,013		1,437,013
Small cap growth funds	620,818		620,818
Small cap value funds	1,039,584		1,039,584
<u>Self Directed Brokerage Accounts</u>			
Cash and cash equivalents	790,243		790,243
U.S. Government securities		\$ 14,863	14,863
Corporate debt instruments		125,875	125,875
Common stocks	6,849,503		6,849,503
Value of interests in registered investment companies	<u>979,686</u>		<u>979,686</u>
Total investments at fair value	<u>\$36,136,016</u>	<u>\$ 140,738</u>	<u>\$36,276,754</u>

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

SUBSEQUENT EVENTS

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through August 26, 2013, the date on which the financial statements were available to be issued.

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 3 INVESTMENTS

Listed below are the fair values of the investments held at December 31, 2012, and December 31, 2011, together with the individual securities which represent 5 percent or more of the Plan's net assets.

<u>DESCRIPTION OF INVESTMENTS</u>	<u>2012</u>	<u>2011</u>
Cash and cash equivalents:		
Federated Prime Value Obligations	\$ 2,840,295	\$ -
Fifth Third Prime Money Market Fund	-	2,654,218
Other cash and cash equivalents	1,818,098	790,243
U.S. Government securities	14,937	14,863
Corporate debt instruments	99,330	125,875
Common stocks	7,056,680	6,849,503
Value of interests in registered investment companies:		
American Century Diversified Bond Fund	2,372,582	2,400,934
American Funds Europacific Growth Fund	2,872,660	3,064,309
Dodge & Cox Income Fund	3,869,252	2,316,643
Dodge & Cox Stock Fund	3,760,297	2,234,371
Vanguard 500 Index Signal Fund	3,305,366	3,501,071
Other mutual funds	<u>12,698,846</u>	<u>12,324,724</u>
	<u>\$ 40,708,343</u>	<u>\$ 36,276,754</u>

During 2012, the Plan investments appreciated in fair value, (including gains and losses on investments bought and sold, as well as held during the year), by \$3,519,499 as follows:

U.S. Government securities	\$ 74
Corporate debt instruments	3,455
Common stocks	639,900
Value of interests in registered investment companies	<u>2,876,070</u>
Net appreciation in fair value	<u>\$ 3,519,499</u>

NOTE 4 RELATED-PARTY TRANSACTIONS

Participant loans qualify as party-in-interest investments. Certain administrative fees related to the administration of the Plan are paid by the Plan. Other administrative fees are paid by the plan sponsor on behalf of the Plan.

NOTE 5 PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6 TAX STATUS

The Plan obtained its latest determination letter on October 21, 2011, in which the Internal Revenue Service stated that the Plan, as designed then, was in compliance with the applicable requirements of the Internal Revenue Code.

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

NOTE 7 INFORMATION CERTIFIED BY THE CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fifth Third Bank, the custodian of the plan, has certified to the completeness and accuracy of all investments reflected in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2012, and December 31, 2011, the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012, and the related investment activity reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012.

NOTE 8 RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, credit and market risks. Due to the level of risk associated with certain 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 the participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER – 31-0565234
PLAN NUMBER - 002
DECEMBER 31, 2012

Schedule H, line 4(i) - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Federated Prime Value Obligations	Cash equivalent	N/a	\$ 2,840,295
	American Century Diversified Bond Fund	Registered investment company	N/a	2,372,582
	American Funds American Balanced Fund	Registered investment company	N/a	660,907
	American Funds Europacific Growth Fund	Registered investment company	N/a	2,872,660
	Columbia Small Cap Value II Fund	Registered investment company	N/a	311,653
	Dodge & Cox Income Fund	Registered investment company	N/a	3,869,252
	Dodge & Cox Stock Fund	Registered investment company	N/a	3,760,297
	Dreyfus Small Cap Stock Index Fund	Registered investment company	N/a	856,692
	Fidelity Advisor Leveraged Co Stock	Registered investment company	N/a	404,456
	Fidelity Advisor New Insights Fund	Registered investment company	N/a	1,037,314
	Franklin Income Fund A	Registered investment company	N/a	1,276,901
	Goldman Sachs Mid Cap Value Fund	Registered investment company	N/a	805,558
	Prudential Jennison Mid Cap Growth Fund	Registered investment company	N/a	896,637
	TIAA-CREF Emerging Markets Equity Index Fund	Registered investment company	N/a	202,333
	Touchstone Large Cap Growth Fund	Registered investment company	N/a	1,028,724
	T Rowe Price New Horizon Fund	Registered investment company	N/a	551,916
	T Rowe Price Short Term Bond Fund	Registered investment company	N/a	1,246,398
	Vanguard 500 Index Signal Fund	Registered investment company	N/a	3,305,366
	Self Directed Brokerage Accounts	Self directed brokerage accounts	N/a	12,408,402
*	Participant loans	4.25% - 9.00%, with maturities through 2017	-0-	536,732
	TOTAL ASSETS HELD FOR INVESTMENT PURPOSES			\$ 41,245,075
*	Party-in-interest			

Note: The information included in this supplemental Schedule of Assets (Held at End of Year) was obtained from the certified custodian statements and in compliance with the Employee Retirement Income Security Act of 1974.

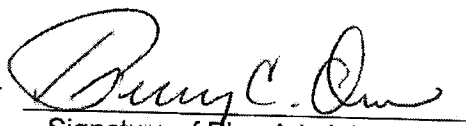
**Authorization to Electronically File
Form 5500, Annual Return/Report of Employee Benefit Plan**

Annual Reports for Pension and Welfare Benefit Plans must be electronically filed. You can authorize our firm to electronically file your Form 5500 using a system called EFAST2. To do so, please sign and date below. Also, sign and date page 1 of the attached Form 5500.

Name of Plan: The Graydon Head & Ritchey LLP Retirement Savings Plan

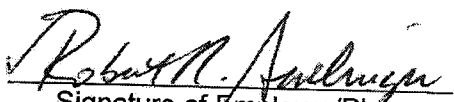
Plan Number: 002

Plan Year Ended: December 31, 2012


Signature of Plan Administrator

10-8-13
Date

PERRY C. OWEN
Print or type name of
Individual signing as Plan
Administrator


Signature of Employer/Plan
Sponsor

10/9/13
Date

Robert R. Saetlinger
Print or type name of
Individual signing as Employer/
Plan Sponsor

The above signatures: (1) authorize Wade, Werner, Thompson & Co. (WWT) to electronically submit the return/report; (2) direct WWT to maintain a copy of your written authorization; (3) authorize WWT to attach to your electronic file a PDF file containing the signature of the Plan Administrator and/or Plan Sponsor; (4) acknowledge that the Plan Administrator/Plan Sponsor has been advised that the image of their manual signature will be included with the return/report which is posted by the Department of Labor on the internet for public inspection; and (5) acknowledge that WWT will communicate to the Plan Administrator/Employer any inquiries or information received from EFAST2, DOL, IRS or PBGC regarding the return/report. **We must receive this signed form before we can electronically transmit your return which is due on or before October 15, 2013.**

Please return this authorization and the two attached pages to our office at your earliest convenience via fax at (513) 241-3951, via email to sbocklet@wwtcpa.com, or via U.S. mail to: Wade, Werner, Thompson & Co., Attn: Susan Bocklet, 119 East Court Street, Suite 407, Cincinnati, OH 45202-1203.

**Please Sign, Date and
Return to Our Office**

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2012**This Form is Open to Public
Inspection**Part I Annual Report Identification Information**For calendar plan year 2012 or fiscal plan year beginning **01/01/2012** and ending **12/31/2012**

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ 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 GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶ 002
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) GRAYDON HEAD & RITCHEY LLP 511 WALNUT STREET, SUITE 1900 CINCINNATI OH 45202-3157	1c Effective date of plan 10/01/1984 2b Employer Identification Number (EIN) 31-0565234 2c Sponsor's telephone number 513-621-6464 2d Business code (see instructions) 541110

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 <i>Perry C. Owen</i> Signature of plan administrator	Date 10-8-13	Enter name of individual signing as plan administrator PERRY C. OWEN
SIGN HERE <i>Robert R. Saetinger</i> Signature of employer/plan sponsor	Date 10/9/13	Enter name of individual signing as employer or plan sponsor Robert R. Saetinger
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) WADE, WERNER, THOMPSON & CO. 119 EAST COURT STREET, SUITE 407 CINCINNATI OH 45202		Preparer's telephone number (optional) 513 632-5322

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2012)
v. 120126

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
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5 Total number of participants at the beginning of the plan year	5	171
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
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a Active participants	6a	137
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b Retired or separated participants receiving benefits	6b	1
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c Other retired or separated participants entitled to future benefits	6c	26
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d Subtotal. Add lines 6a, 6b, and 6c	6d	164
---	-----------	-----

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	1
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f Total. Add lines 6d and 6e	6f	165
---	-----------	-----

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	165
---	-----------	-----

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	5
---	-----------	---

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 Characteristic Codes in the instructions:
 2E 2G 2J 2R 3B

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic 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
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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)
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GRAYDON HEAD & RITCHEY LLP RETIREMENT SAVINGS PLAN
PLAN # 002
EIN 31-0565234
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
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*	Participant loans	Participant loans, 4.25% - 9.00 with maturities through 2017	-0-	536,732
	TOTAL		\$ -	\$ 41,245,075
	* Party-in-interest			