Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
WOODRUFF-SAWYER & CO. PROFIT SHARING AND PRE-TAX SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 12/01/1970

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

WOODRUFF-SAWYER & CO.

50 CALIFORNIA STREET
FLOOR 12
SAN FRANCISCO, CA 94111

2b Employer Identification Number (EIN)
94-1625126

2c Sponsor's telephone number
415-391-2141

2d Business code (see instructions)
524210

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.	10/11/2013	RICHARD T BOHLING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	RICHARD T. BOHLING
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

WOODRUFF-SAWYER & CO.

50 CALIFORNIA STREET
FLOOR 12
SAN FRANCISCO, CA 94111

3b Administrator's EIN
94-1625126

3c Administrator's telephone number
415-391-2141

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**	369
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**	301
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	87
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	389
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	389
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	360
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 2J 2F 2T 2K 2R

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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	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)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
WOODRUFF-SAWYER & CO. PROFIT SHARING AND PRE-TAX SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WOODRUFF-SAWYER & CO.

D Employer Identification Number (EIN)
94-1625126

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	37836-001	360	01/01/2012	12/31/2012

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	9528958
5	Current value of plan's interest under this contract in separate accounts at year end	5	34923521

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	9044819
c	Additions: (1) Contributions deposited during the year	7c(1)	700703		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	224447		
	(4) Transferred from separate account	7c(4)	895663		
	(5) Other (specify below)	7c(5)	753662		
	▶ LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN				
	(6) Total additions			7c(6)	2574475
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	11619294
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	473827		
	(2) Administration charge made by carrier	7e(2)	315		
	(3) Transferred to separate account	7e(3)	416321		
	(4) Other (specify below)	7e(4)	1199873		
	▶ LOAN INITIATIONS TRANSFERS OUT/MISCELLANEOUS OUT FORFEITURE DEBITS				
	(5) Total deductions			7e(5)	2090336
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	9528958

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
WOODRUFF-SAWYER & CO. PROFIT SHARING AND PRE-TAX SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WOODRUFF-SAWYER & CO.

D Employer Identification Number (EIN)
94-1625126

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

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

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

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

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

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

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

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	6240	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PRUDENTIAL INVESTMENT MANAGEMENT SE

13-4122960

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63 71	NONE	240	Yes [X] No [ ]	Yes [X] No [ ]	73	Yes [X] No [ ]

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

NATIONAL FINANCIAL SERVICES, LLC

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	7	Yes [ ] No [X]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
WOODRUFF-SAWYER & CO. PROFIT SHARING AND PRE-TAX SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WOODRUFF-SAWYER & CO.

D Employer Identification Number (EIN)
94-1625126

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELL MGMT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-187	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2305050
a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIMCO			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-299	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3548002
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-132	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2329533
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/T ROWE PR GR STK STRAT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-435	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3855231
a Name of MTIA, CCT, PSA, or 103-12 IE: FDLTY CONTRAFUND ACCOUNT			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-091	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3507076
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/TEMPLETON FOREIGN STGY			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3523089
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS INTER GROWTH A			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-488	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	953050

a Name of MTIA, CCT, PSA, or 103-12 IE: TURNER MID CAP GROWTH FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-104	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1294629

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/JANUS BALANCED STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-180	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1665291

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OFII GLOBAL STRATEGY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-308	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1917377

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT INC EQUITY FD (I)

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-515	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 693157

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT CONSERVATIVE FD (I)

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-514	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 317086

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT BALANCED FUND (I)

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-513	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 915873

a Name of MTIA, CCT, PSA, or 103-12 IE: SM CAP VAL/AMER CENT FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-126	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1303307

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3130778

a Name of MTIA, CCT, PSA, or 103-12 IE: LC VALUE/AJO FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIRMENT INS.

c EIN-PN 06-1050034-129	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3664992

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
WOODRUFF-SAWYER & CO. PROFIT SHARING AND PRE-TAX SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WOODRUFF-SAWYER & CO.

D Employer Identification Number (EIN)
94-1625126

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	226
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	378456	486642
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	29261669	34923521
(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)	376550	620518
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	9044819	9528958
(15) Other	1c(15)	2359402	2651905

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41420896	48211770
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	41420896	48211770

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)	583303	
(B) Participants	2a(1)(B)	2220354	
(C) Others (including rollovers)	2a(1)(C)	182672	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2986329
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)	27789	
(F) Other	2b(1)(F)	224447	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		252236
(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)	18809	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		18809
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		4676904
(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)		56558
c Other income	2c		334230
d Total income. Add all **income** amounts in column (b) and enter total	2d		8325066
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1527740	
(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)		1527740
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6452	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6452
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1534192
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6790874
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BURR PILGER MAYER, INC. **(2)** EIN: 26-3839190

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
WOODRUFF-SAWYER & CO. PROFIT SHARING AND PRE-TAX SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WOODRUFF-SAWYER & CO.

D Employer Identification Number (EIN)
94-1625126

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** 0

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): 22-1211670

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BPM
BURR PILGER MAYER

600 California Street, Suite 1300, San Francisco, CA 94108
Phone 415.421.5757 Fax 415.288.6288 Email bpm@bpmcpa.com Web bpmcpa.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Woodruff-Sawyer & Co. Profit Sharing and Pre-tax Savings Plan:

Report on the Financial Statements

We were engaged to audited the accompanying financial statements of Woodruff-Sawyer & Co. Profit Sharing and Pre-tax Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 of 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 5, which was certified by Prudential Retirement Insurance and Annuity Company for all Prudential Retirement investments and Prudential Bank & Trust, F.S.B. for all non-Prudential Retirement investments, the trustees 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 trustees held the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2012 and 2011 and that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of 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 Schedule H, Line 4i - 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 this supplemental schedule.

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

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



San Francisco, California
October 3, 2013

WOODRUFF-SAWYER & CO.
PROFIT SHARING AND PRE-TAX SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

December 31, 2012

WOODRUFF-SAWYER & CO.
PROFIT SHARING AND PRE-TAX SAVINGS PLAN

CONTENTS

	Page
Independent Auditors' Report	1–2
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5–16
Supplemental Schedule:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	17

BPM
BURR PILGER MAYER

600 California Street, Suite 1300, San Francisco, CA 94108
Phone 415.421.5757 Fax 415.288.6288 Email bpm@bpmcpa.com Web bpmcpa.com

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Woodruff-Sawyer & Co. Profit Sharing and Pre-tax Savings Plan:

Report on the Financial Statements

We were engaged to audited the accompanying financial statements of Woodruff-Sawyer & Co. Profit Sharing and Pre-tax Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 of 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 5, which was certified by Prudential Retirement Insurance and Annuity Company for all Prudential Retirement investments and Prudential Bank & Trust, F.S.B. for all non-Prudential Retirement investments, the trustees 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 trustees held the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2012 and 2011 and that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of 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 Schedule H, Line 4i - 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 this supplemental schedule.

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

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



San Francisco, California
October 3, 2013

WOODRUFF-SAWYER & CO.
PROFIT SHARING AND PRE-TAX SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Self Directed Brokerage Accounts:		
Cash and cash equivalents	$ 303,887	$ 232,674
Mutual funds	2,348,018	2,126,729
Pooled separate accounts	34,923,747	29,261,669
Mutual funds	620,517	376,550
Guaranteed income fund	9,528,958	9,044,819
Total investments	47,725,127	41,042,441
Receivables:		
Employer contributions receivable	1,105,822	982,642
Notes receivable from participants	486,642	378,456
Total receivables	1,592,464	1,361,098
Total assets	49,317,591	42,403,539
LIABILITIES		
Overfunded contribution due to Company	-	69,380
Net assets available for benefits	$ 49,317,591	$ 42,334,159

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

WOODRUFF-SAWYER & CO.
PROFIT SHARING AND PRE-TAX SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the year ended December 31, 2012

Additions to net assets attributed to:	
Investment income:	
Net increase in fair value of investments, net of fees	$ 5,067,691
Interest and dividend income	243,256
Total investment income	5,310,947
Interest from notes receivable from participants	27,789
Total income from investments and interest notes receivable from participants	5,338,736
Contributions:	
Participants' salary deferrals	2,289,734
Employer profit sharing and matching contributions	706,482
Participant rollovers	182,672
Total contributions and deferrals	3,178,888
Total additions to net assets	8,517,624
Deductions from net assets attributed to:	
Benefits paid to participants	1,527,740
Administrative fees	6,452
Total deductions from net assets	1,534,192
Net increase in net assets	6,983,432
Net assets available for benefits, beginning of year	42,334,159
Net assets available for benefits, end of year	$ 49,317,591

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

1. Description of Plan

The following description of Woodruff-Sawyer & Co. Profit Sharing and Pre-tax Savings Plan (the 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 established under Section 401(b) of the Internal Revenue Code (IRC). Woodruff-Sawyer & Co. (the Company) originally established the Plan in 1970 for the purpose of rewarding long and loyal service to the company by providing to employees additional security at retirement. All salaried employees over 20.5 years old are eligible for participation in the Plan, excluding nonresident aliens. Incidental benefits are provided in the case of disability, death or other termination of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and certain provisions of the Internal Revenue Code (IRC).

Plan Administration

The Plan is administered by the Administrative Committee of the Plan (the Committee), which consists of employees of Woodruff-Sawyer & Co. As administrator, the Committee has exclusive authority and responsibility for all matters in connection with the operation and administration of the Plan (including the authority and responsibility to invest, manage, and control the assets of the Plan specifically allocated to the custodian). The Company paid the majority of all necessary and proper expenses incurred in the administration of the Plan. Such expenses primarily comprise legal fees, auditing fees, and expenses relating to the maintenance of the Plan's records.

Contributions

Participants may contribute to the Plan from 1% to 25% of their annual eligible compensation, up to the Internal Revenue Code Section 402(g) limit of $17,000 for 2012. Participants who are age 50 or older may elect to defer additional amounts (called "catch-up contributions") to the Plan. The additional amounts may be deferred regardless of any other limitation on the amount that a participant may defer to the Plan. Participants may also contribute amounts rolled over from other qualified plans. Effective January 1, 2011, participants in the Plan may also elect to make after-tax salary deferral contributions to Roth accounts.

On behalf of each Participant who is eligible to share in discretionary matching contributions for the Plan year, the Company provides a discretionary matching contribution equal to 3% of the Participant's contribution up to $7,500 per Participant. The match is paid yearly, and to be eligible for the match, the Participant must be employed on the first and last day of the contribution period.

In addition to the discretionary matching contribution, a discretionary profit sharing contribution is allocated in the amount of $1,000 per participant for the Plan year. To be eligible for an allocation, the Participant must be employed during the full year for which the contribution is calculated. The Participant must be employed on the first and last day of the contribution period to be eligible to receive matching contributions, qualified nonelective contributions, and profit sharing contributions.

Continued

1. Description of Plan, continued

Contributions, continued

Contributions are limited under Section 415(c) of the Internal Revenue Code. Contributions to this plan and the Woodruff-Sawyer & Co. Employee Stock Ownership Plan are combined for purposes of the limitation test. In the event there are excess contributions, the 401(k) deferrals will be returned to the Participants through this plan, the Woodruff-Sawyer & Co. Profit Sharing and Pre-tax Savings Plan, as a taxable distribution to the extent needed to pass the limitation test.

Participant Accounts

Each Participant's account is credited with the Participant's contribution and rollovers and an allocation of (1) the Company's discretionary matching contribution, (2) the Company's discretionary profit-sharing contribution and (3) plan earnings. Company discretionary matching and profit-sharing contributions are allocated based on each Participant's eligible compensation. Plan earnings are allocated based upon each Participant's investment election and the investment performance. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested account.

Notes Receivable from Participants

Participants may borrow from their account a minimum of $1,000 up to a maximum equal to the lesser of $50,000, or 50% of their vested account balance. A maximum of one note receivable may be outstanding at any time. Note receivable terms are established for five years and may be extended to a maximum of ten years for the purpose of purchasing the Participant's principal residence. Note receivable balances may be paid off earlier with no penalty. The notes receivables are secured by the vested balances in the Participant's account and bear interest at rates commensurate with local prevailing rates, which range from 6.25% to 11.25% per annum at December 31, 2012. In the event of Participant termination or discontinuance of the Plan before a note receivable is fully repaid, the unpaid note receivable balance will be due and payable and the administrative committee will first satisfy any unpaid balances before making any payment to the Participant or the Participant's beneficiary, if applicable. Principal and interest are paid in monthly installments through payroll deductions.

Vesting

Participant contributions, rollovers and earnings on these contributions are fully vested when made or earned. At January 1, 2007, the Plan's vesting schedule was amended such that a Participant's vested interest in the profit sharing contribution and the matching contributions on and after January 1, 2007 shall be determined in accordance with the following schedule:

Years of Credited Service	Vested Percentage
Less than 1	0%
1, but less than 2	20%
2, but less than 3	40%
3, but less than 4	60%
4, but less than 5	80%
5 or more	100%

Continued

1. Description of Plan, continued

Vesting, continued

In the event of termination of a Participant's service on or after attaining the normal retirement age, or by reason of death or disability, the full value of the Participant's account shall become vested and nonforfeitable.

In January 2007, the Plan was also amended to state qualified nonelective contributions included in determining the highly compensated employee's contribution percentage shall be distributed, and that any excess matching contributions shall be distributed only to the extent a Participant has a vested interest in the matching contribution and shall otherwise be forfeited.

Forfeitures

If Participants terminate employment for any reason other than retirement, death, or disability, they will be entitled to a distribution of the vested value of their participant account, and will forfeit the value of any nonvested participant account balance as of the last day of the Plan year in which termination of employment from the Company occurs. Forfeited amounts are used to meet the Employer's contribution obligations to the Plan or to pay Plan expenses, as directed by the Administrator. If a Participant is reemployed prior to the occurrence of a five-consecutive-year break in service, the portion of his or her account that was forfeited shall be restored as if there had been no forfeiture. Such restoration shall be made out of forfeitures occurring in the Plan year of reemployment.

In 2007, the Plan was amended to change the allocation of forfeitures for highly compensated individuals from an allocation to the remaining eligible Participants" accounts to an offset to the employer contribution obligations. If the forfeitures exceed the amount of employer contribution obligation, the excess amount shall be held unallocated in a suspense account established with respect to the employer and shall be applied against plan expenses and the employers contribution obligation of the following contribution period.

Forfeitures that occur during a plan year will be used to reduce employer matching contributions. During the year 2012, $399,339 worth of forfeitures were used to reduce employer matching contributions for the plan year ended December 31, 2012. There were no unallocated forfeitures at December 31, 2012 and 2011.

Investment Options

Upon enrollment in the Plan, a Participant may direct contributions in percentage increments among various qualified investment options, including self-directed brokerage accounts.

Payment of Benefits

When Participants leave the Company, upon retirement or for any other reason, those Participants (or their beneficiaries) may receive the full value of their vested account balance determined as of the Anniversary Date immediately preceding the date of distribution.

Continued

1. Description of Plan, continued

Payment of Benefits, continued

Participants with account balances greater than $1,000 may elect to receive the value of their accumulated Plan benefits in accordance with the provisions of the Plan in a lump-sum distribution or in an alternative manner mutually agreed upon by the Participant and the plan administrator.

Participants with account balances below $1,000 will receive the value of their account in a lump-sum distribution or by direct rollover to an IRA or other eligible retirement plan as soon as administratively feasible.

In order to receive this distribution, Participants are required to file the appropriate forms with the plan administrator.

Administration

An Administrative Committee consisting of one or more individuals appointed by the Board of Directors of the Company administers the Plan. In addition, the Company uses a third-party administrator, Prudential Financial, to assist with record-keeping and administration of the Plan. All Plan assets are held by Prudential Retirement Insurance and Annuity Company for all Prudential Retirement Investments and Prudential Bank & Trust F.S.B. for all non-Prudential Retirement Investments, the trustees of the Plan (the trustees).

2. Summary of Significant Accounting Policies

Use of Estimates

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

Method of Accounting

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

Administrative Expenses

Certain investment fees are paid out of Plan assets and are offset against Plan investment income and losses. For the 2012 Plan year, the majority of plan administrative expenses were paid by the Company and will not be reimbursed by the Plan. Administrative fees of $6,452 were paid by the Plan.

Continued

2. Summary of Significant Accounting Policies, continued

Notes Receivable from Participants

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

Recognition of Benefit Payments

Benefit payments are recorded when paid.

Recent Accounting Pronouncements

In October 2012, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) to amend the fair value measurement of investments in defined contribution pension plans to be reduced by brokerage commissions and other selling costs, if significant. This ASU is effective for reporting periods beginning after December 15, 2012, and is not expected to have a material impact on the Plan's financial statements.

Information Certified by Trustees

Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B., the trustees of the Plan, have prepared and certified as complete and accurate the Plan's schedule of investment assets, transactions, and income, which was used to prepare the accompanying financial statements and supplemental schedule.

Investment Valuation and Income Recognition

All investments are recorded at fair value as required under ERISA regulations. Investments in securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the valuation period. In accordance with the policy of stating investments at fair value, net realized and unrealized appreciation (depreciation) for the year is reflected in the statement of changes in net assets available for benefits.

Purchases and sales of securities are reflected on a trade date basis. Interest is recorded as earned on an accrual basis. Dividends are recorded on the ex-dividend date.

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

Continued

2. Summary of Significant Accounting Policies, continued

Investment Contract with Insurance Company

The Plan has, as an investment option which is a benefit-responsive investment contract, the Guaranteed Income Fund, with Prudential Retirement Insurance and Annuity Company (Prudential). Prudential maintains the contributions in a general ledger account. The account is credited with earnings and charged for participant withdrawals and administrative expenses. There are not any specific securities in the general account that back the liabilities of this annuity contract. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specific period of time as outlined in the group annuity contract. The contract is included in the statements of net assets available for benefits at fair value. There is no significant difference between fair market value and contract value for this investment (see Note 3). Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The fair value of the investment contract at December 31, 2012 and 2011 was $9,528,958 and $9,044,819, respectively. The average yield and crediting interest rates was approximately 2.40% and 2.80% for 2012 and 2011, respectively. The crediting interest rate is based on several factors, including current economic factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within Prudential's general account. The minimum crediting rate under the contract is 1.50%.

Generally, there are not any events that could limit the ability of the Plan to transact at contract value paid within ninety days or in rare circumstances, contract value paid over time. There are not any events that allow Prudential to terminate the contract and which require settlement at an amount different than contract value paid either within ninety days or over time.

3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability ("exit price") in an orderly transaction between market participants at the measurement date. ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1–Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Continued

3. Fair Value Measurements, continued

Level 2–Directly or indirectly observable inputs as of the reporting date through correlation with market data, including quoted prices for similar assets and liabilities in active markets and quoted prices in markets that are not active. Level 2 also includes assets and liabilities that are valued using models or other pricing methodologies that do not require significant judgment since the input assumptions used in the models, such as interest rates and volatility factors, are corroborated by readily observable data from actively quoted markets for substantially the full term of the financial instrument.

Level 3–Unobservable inputs that are supported by little or no market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

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 2011.

Cash and cash equivalents: Valued at fair value.

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

Guaranteed income fund: Valued at fair value. The fund is not a traditional guaranteed income contract and therefore there are not any known cash flows that could be discounted. As a result, the fair value amount shown is equal to the contract value (see Note 2).

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

Continued

3. Fair Value Measurements, continued

The following table set forth by level, within the fair value hierarchy, the Plan's assets measured and recorded at fair value on a recurring basis, as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Guaranteed income fund	$ -	$ 9,528,958	$ -	$ 9,528,958
Cash and cash equivalents	303,887	-	-	303,887
Mutual funds:				
Growth funds	8,734,471	-	-	8,734,471
Foreign funds	5,728,653	-	-	5,728,653
Large Cap Value fund	3,688,758	-	-	3,688,758
Bond funds	3,548,002	-	-	3,548,002
Contrafund	3,507,076	-	-	3,507,076
Index funds	3,130,778	-	-	3,130,778
Balanced funds	2,581,164	-	-	2,581,164
Mid Cap Value fund	2,424,717	-	-	2,424,717
Small Cap Value fund	1,340,494	-	-	1,340,494
Equity funds	693,157	-	-	693,157
Real estate	620,518	-	-	620,518
Other funds	1,894,494	-	-	1,894,494
Total investments at fair value	$ 38,196,169	$ 9,528,958	$ -	$ 47,725,127

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Guaranteed income fund	$ -	$ 9,044,819	$ -	$ 9,044,819
Cash and cash equivalents	232,674	-	-	232,674
Mutual funds:				
Growth funds	10,027,270	-	-	10,027,270
Bond funds	3,065,605	-	-	3,065,605
Large Cap Value fund	3,008,192	-	-	3,008,192
Contrafund	2,926,653	-	-	2,926,653
Index funds	2,699,011	-	-	2,699,011
Balanced funds	2,203,020	-	-	2,203,020
Mid Cap Value fund	1,967,856	-	-	1,967,856
Global funds	1,634,633	-	-	1,634,633
Small Cap Value fund	1,105,797	-	-	1,105,797
Equity funds	588,525	-	-	588,525
Real estate	376,550	-	-	376,550
Other funds	2,161,836	-	-	2,161,836
Total investments at fair value	$ 31,997,622	$ 9,044,819	$ -	$ 41,042,441

Continued

4. Investments

The fair values of investments are separately identified in the schedule of assets held for investment purposes. Individual investments greater than 5% of Plan net assets available for benefits at December 31, 2012 and 2011 are as follows:

	2012	2011
Investments, at fair value:		
Guaranteed Income Fund	$ 9,528,958	$ 9,044,819
Pooled separate accounts:		
T Rowe Price Growth Stock	3,855,231	3,165,620
Core Plus Bond/PIMCO	3,548,001	3,065,605
Large Cap Value/AJO Fund	3,664,992	2,988,166
Fidelity Contrafund Account	3,507,076	2,926,653
Dryden S&P 500 Index Fund	3,130,778	2,699,011
SA/Templeton Foreign Strategy	3,523,089	2,779,586
Total other (individually less than 5%)	16,967,002	14,372,981
Total investments	$ 47,725,127	$ 41,042,441

The Plan's investments in mutual funds, including investments bought, sold, and held during the year, appreciated in value as follows:

	2012
Mutual funds	$ 4,733,462
Pooled separate accounts	334,230
Total	$ 5,067,692

Continued

5. Investments - Information Prepared and Certified by Trustees (unaudited)

The following information included in the accompanying financial statements and supplemental schedule at December 31, 2012 and 2011 and for the year ended December 31, 2012 was obtained from data that has been prepared and certified as complete and accurate by the trustees.

	2012	2011
Investments, at fair value:		
Guaranteed Income Fund	$ 9,528,958	$ 9,044,819
Mutual funds and cash equivalents	$ 38,196,169	$ 31,997,622
Notes receivable from participants	$ 486,642	$ 378,456
Interest and dividends	$ 243,256	N/A
Interest on participant loans	$ 27,789	N/A
Net appreciation in fair value of investments	$ 5,067,691	N/A

6. Party-in-Interest Transactions

Certain Plan investments in pooled separate accounts and mutual funds are managed by Prudential Retirement Insurance and Annuity Company for all Prudential Retirement investments and Prudential Bank & Trust, F.S.B. for all non-Prudential Retirement investments, the trustees of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

7. Tax Status

The Plan obtained its latest determination letter effective July 8, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrative Committee believes it is no longer subject to income tax examinations for years prior to 2009.

Continued

8. Plan Termination

The Company has established the Plan with the intention and expectation that the Plan will continue indefinitely. However, the Company reserves the right at any time to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, Participants will become fully vested in their accounts and distributions will be made as described in the Plan agreement.

9. Risks and Uncertainties

The Plan provides for various investment options in any combination of pooled separate accounts and mutual funds offered by the Plan. Such investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

10. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 49,317,591	$ 42,334,159
Receivable - employer contributions	(1,105,821)	(982,642)
Overfunded contribution due to Company	-	69,380
Net assets per Form 5500	$ 48,211,770	$ 41,420,897

The following is a reconciliation of net increase in net assets per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase in net assets per financial statements	$ 6,983,432
Net change in receivable - employer	(123,180)
Net change in payable	(69,380)
Net increase in net assets per Form 5500	$ 6,790,872

Continued

11. Subsequent Events

In accordance with accounting standards affecting disclosures of subsequent events, the Plan evaluated subsequent events for recognition and disclosure through October 3, 2013, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred since December 31, 2012 that requires recognition or disclosure in such financial statements.

SUPPLEMENTAL SCHEDULE

WOODRUFF-SAWYER & CO.
PROFIT SHARING AND PRE-TAX SAVINGS PLAN
Plan No. 002
EIN No. 94-1625126
Schedule H, Line 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
*	Prudential Retirement Insurance & Annuity Co	Guaranteed Income Fund	$ 9,528,958
	Self Directed Brokerage	Self Directed Brokerage	$ 2,348,018
	National Financial	Cash and cash equivalents	$ 303,887
*	Prudential Retirement Insurance & Annuity Co	T Rowe Price Growth Stock	$ 3,855,231
*	Prudential Retirement Insurance & Annuity Co	Large Cap Value / AJO Fund	$ 3,664,992
*	Prudential Retirement Insurance & Annuity Co	Core Plus Bond / PIMCO	$ 3,548,002
*	Prudential Retirement Insurance & Annuity Co	SA/Templeton Foreign Strategy	$ 3,523,089
*	Prudential Retirement Insurance & Annuity Co	Fidelity Contrafund Account	$ 3,507,076
*	Prudential Retirement Insurance & Annuity Co	Dryden S&P 500 Index Fund	$ 3,130,778
*	Prudential Retirement Insurance & Annuity Co	Small Cap Growth / TimesSquare	$ 2,329,533
*	Prudential Retirement Insurance & Annuity Co	Mid Cap Value / Wellington Management	$ 2,305,050
*	Prudential Retirement Insurance & Annuity Co	SA/Oppenheimer Global Strategy	$ 1,917,377
*	Prudential Retirement Insurance & Annuity Co	Janus Advisor Balanced Fund	$ 1,665,291
*	Prudential Retirement Insurance & Annuity Co	Small Cap Value / MC Fund	$ 1,303,307
*	Prudential Retirement Insurance & Annuity Co	Turner Mid-Cap Growth Fund	$ 1,294,629
*	Prudential Retirement Insurance & Annuity Co	MFS Inter Growth A	$ 953,050
*	Prudential Retirement Insurance & Annuity Co	IFX Lt Balanced Fund	$ 915,873
*	Prudential Retirement Insurance & Annuity Co	IFX Lt Inc & Equity Fund	$ 693,157
*	Prudential Mutual Funds	Vanguard REIT Index Fund	$ 620,518
*	Prudential Retirement Insurance & Annuity Co	IFX Lt Conservative Fund	$ 317,085
*	Prudential Retirement Insurance & Annuity Co	LN AP Fund	$ 225
*	Participant Loans	6.25% to 11.25%, various maturities	$ 486,642

* Party-in-interest

WOODRUFF-SAWYER & CO.
PROFIT SHARING AND PRE-TAX SAVINGS PLAN
Plan No. 002
EIN No. 94-1625126
Schedule H, Line 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
*	Prudential Retirement Insurance & Annuity Co	Guaranteed Income Fund	$ 9,528,958
	Self Directed Brokerage	Self Directed Brokerage	$ 2,348,018
	National Financial	Cash and cash equivalents	$ 303,887
*	Prudential Retirement Insurance & Annuity Co	T Rowe Price Growth Stock	$ 3,855,231
*	Prudential Retirement Insurance & Annuity Co	Large Cap Value / AJO Fund	$ 3,664,992
*	Prudential Retirement Insurance & Annuity Co	Core Plus Bond / PIMCO	$ 3,548,002
*	Prudential Retirement Insurance & Annuity Co	SA/Templeton Foreign Strategy	$ 3,523,089
*	Prudential Retirement Insurance & Annuity Co	Fidelity Contrafund Account	$ 3,507,076
*	Prudential Retirement Insurance & Annuity Co	Dryden S&P 500 Index Fund	$ 3,130,778
*	Prudential Retirement Insurance & Annuity Co	Small Cap Growth / TimesSquare	$ 2,329,533
*	Prudential Retirement Insurance & Annuity Co	Mid Cap Value / Wellington Management	$ 2,305,050
*	Prudential Retirement Insurance & Annuity Co	SA/Oppenheimer Global Strategy	$ 1,917,377
*	Prudential Retirement Insurance & Annuity Co	Janus Advisor Balanced Fund	$ 1,665,291
*	Prudential Retirement Insurance & Annuity Co	Small Cap Value / MC Fund	$ 1,303,307
*	Prudential Retirement Insurance & Annuity Co	Turner Mid-Cap Growth Fund	$ 1,294,629
*	Prudential Retirement Insurance & Annuity Co	MFS Inter Growth A	$ 953,050
*	Prudential Retirement Insurance & Annuity Co	IFX Lt Balanced Fund	$ 915,873
*	Prudential Retirement Insurance & Annuity Co	IFX Lt Inc & Equity Fund	$ 693,157
*	Prudential Mutual Funds	Vanguard REIT Index Fund	$ 620,518
*	Prudential Retirement Insurance & Annuity Co	IFX Lt Conservative Fund	$ 317,085
*	Prudential Retirement Insurance & Annuity Co	LN AP Fund	$ 225
*	Participant Loans	6.25% to 11.25%, various maturities	$ 486,642

* Party-in-interest