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
KELLEY DRYE & WARREN LLP RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1968

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

KELLEY DRYE & WARREN LLP

101 PARK AVENUE
NEW YORK, NY 10178

2b Employer Identification Number (EIN)
13-5335107

2c Sponsor's telephone number
212-808-7800

2d Business code (see instructions)
541110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	JAMES J KIRK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

MARKS PANETH & SHRON LLP

685 THIRD AVENUE
NEW YORK, NY 10017

Preparer's telephone number (optional)
212-503-8800

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

RETIREMENT & BENEFITS COMMITTEE OF KELLEY DRYE & WARREN LLP

101 PARK AVENUE
NEW YORK, NY 10178

3b Administrator's EIN: 13-5335107

3c Administrator's telephone number: 212-808-7800

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**	1186
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**	654
b	Retired or separated participants receiving benefits	**6b**	13
c	Other retired or separated participants entitled to future benefits	**6c**	416
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1083
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	3
f	Total. Add lines **6d** and **6e**	**6f**	1086
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1047
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	22
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 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)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE C (Form 5500)	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
KELLEY DRYE & WARREN LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
KELLEY DRYE & WARREN LLP

D Employer Identification Number (EIN)
13-5335107

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

FIDELITY INVEST. INSTI. OPER. CO.

04-2647786

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

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(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)

FIRST MANHATTAN

13-1957714

(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?
27 28	INVESTMENT ADVISOR	79014	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

FIDELITY INVESTMENTS INSTI OPER CO.

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71	RECORDKEEPER	10691	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

CLS INVESTMENTS

13-4109249

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 49	INVESTMENT ADVISOR	10514	Yes [ ] No [X]	Yes [ ] No [X]		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
(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.	

(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
KELLEY DRYE & WARREN LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
KELLEY DRYE & WARREN LLP

D Employer Identification Number (EIN)
13-5335107

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: FIDELITY MANAGED INCOME PORTFOLIO

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	1498484

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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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
KELLEY DRYE & WARREN LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
KELLEY DRYE & WARREN LLP

D Employer Identification Number (EIN)
13-5335107

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	510	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3430940	3343089
(2) Participant contributions	1b(2)	1157891	1285325
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	25149593	26569141
(2) U.S. Government securities	1c(2)	3155374	3077401
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	481316	593218
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	31170	165486
(B) Common	1c(4)(B)	11477041	14351663
(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)	1914307	2219520
(9) Value of interest in common/collective trusts	1c(9)	1889900	1498484
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	124906394	148570622
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	69613	60891

		(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	173664049	201734840
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		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	173664049	201734840

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)	4105845	
(B) Participants	2a(1)(B)	6167991	
(C) Others (including rollovers)	2a(1)(C)	4081272	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		14355108
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1060121	
(B) U.S. Government securities	2b(1)(B)	122126	
(C) Corporate debt instruments	2b(1)(C)	28213	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	66267	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1276727
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	13488	
(B) Common stock	2b(2)(B)	380947	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4048396	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4442831
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3830595	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3753446	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		77149
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	976954	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		976954

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		19555
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		13774523
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		34922847
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6754438	
(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)		6754438
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)	97618	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		97618
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6852056
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		28070791
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: MARKS PANETH & SHRON LLP **(2)** EIN: 11-3518842

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		25000000
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		X	

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
KELLEY DRYE & WARREN LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
KELLEY DRYE & WARREN LLP

D Employer Identification Number (EIN)
13-5335107

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

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** 22

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):

KELLEY DRYE & WARREN LLP
RETIREMENT SAVINGS PLAN

Financial Statements

December 31, 2012

(Together with Independent Auditors' Report)



Kelley Drye & Warren LLP Retirement Savings Plan

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Marks Paneth & Shron LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Administrator of
Kelley Drye & Warren LLP Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Kelley Drye & Warren LLP Retirement Savings Plan, which comprise the statement 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 for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee 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 Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, 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 Trustee, 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.

Marks Paneth & Shron LLP

New York, NY
October 14, 2013

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MANHATTAN
LONG ISLAND
WESTCHESTER
CAYMAN ISLANDS

An independent member of Morison International

Kelley Drye & Warren LLP Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments:		
Investments, at fair value	$ 194,824,892	$ 167,091,662
Interest in special asset holdings	62,014	69,249
Total investments	194,886,906	167,160,911
Receivables:		
Employer contributions	3,343,089	3,430,940
Participant contributions	1,285,325	1,157,891
Notes receivable from participants	2,219,520	1,914,307
Total receivables	6,847,934	6,503,138
Net assets available for benefits	$ 201,734,840	$ 173,664,049

See accompanying notes to the financial statements.

Kelley Drye & Warren LLP Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 14,855,416
Net depreciation in fair value of interest in special asset holdings	(7,235)
	14,848,181
Interest	1,210,460
Dividends	4,442,831
	5,653,291
Interest income on notes receivable from participants	66,267
Contributions:	
Participant	6,167,991
Employer	4,105,845
Rollovers	265,632
Rollovers from merged plan	3,815,640
	14,355,108
Total additions	34,922,847
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	6,754,438
Administrative expenses	97,618
Total deductions	6,852,056
Net increase	28,070,791
Net assets available for benefits	
Beginning of year	173,664,049
End of year	$ 201,734,840

See accompanying notes to the financial statements.

NOTE 1: PLAN DESCRIPTION

The following description of the Kelley Drye & Warren LLP Retirement Savings Plan (the "Plan") (formerly, the Savings and Investment Incentive 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, a defined contribution plan, administered by the Retirement and Benefits Committee of Kelley Drye & Warren LLP (the "Firm"), was established on September 1, 1984 to provide for a 401(k) option under Section 401(k) of the Internal Revenue Code as the Kelley Drye & Warren LLP Savings and Investment Incentive Plan. Effective December 31, 2002, the Kelley Drye & Warren LLP Savings and Investment Incentive Plan was renamed the Kelley Drye & Warren LLP Retirement Savings Plan.

Effective December 31, 2002, the Firm merged the Kelley Drye & Warren LLP Profit Sharing Plan (the "Profit Sharing Plan") and the Kelley Drye & Warren LLP Savings and Investment Incentive Plan for Associates (the "Associate Plan") into the Plan.

Effective August 1, 2007, the Firm merged the Collier Shannon Scott PLLC Section 401(k) Savings Plan and Collier Shannon Scott PLLC Profit Sharing Plan into the Plan. All accounts of participants under those plans were transferred to the Plan. The net assets available for plan benefits of those two plans were approximately $23,132,000 and $16,954,000, respectively, at the merger date.

Effective August 1, 2007, Georgetown Economic Services, a subsidiary of the Firm, adopted the Plan. Kelley Drye & Warren LLP and Georgetown Economic Services (collectively) became the Plan employer.

During 2011, the Firm acquired the assets and liabilities of White O'Connor Fink & Brenner, LLP, a firm operating in Los Angeles. Effective August 1, 2012, the plan maintained by White O'Connor Fink & Brenner LLP was merged into the Kelley Drye & Warren LLP Retirement Savings Plan.

Partners and employees who have attained 21 years of age automatically become plan participants and commence their basic 401(k) contributions. Partners and employees become Profit Sharing Participants on January 1st, April 1st, July 1st, or October 1st following their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Elective Basic Contributions

Each year, participants may elect to contribute up to fifty percent (50%) of pre-tax annual compensation, as defined, to the Plan. In addition, the Plan provides a Roth contribution option whereby participants may elect to make after-tax contributions of between one percent (1%) and fifty percent (50%) of compensation, as defined. Employees hired after September 1, 2007, who do not enroll in the Plan or expressly elect a zero percent (0%) contribution rate within sixty (60) days of their date of hire, are automatically enrolled and deemed to have elected a pre-tax contribution rate of two percent (2%) invested in a retirement date targeted fund. Combined elective contributions cannot exceed the annual maximum amount as permitted by the tax code. Participants who are making maximum contributions, and have attained age 50 or older before the end of the plan year, are eligible to make catch-up contributions of pre-tax contributions, Roth contributions, or a combination of both, up the maximum as permitted by the tax code. Participants direct the investment of their contributions into various investment options offered by the Plan.

Recurring Contributions

The employer, on behalf of the participant, will contribute as of each pay period, an amount equal to three percent (3%) of each eligible Profit Sharing Participant's compensation earned in the pay period.

Discretionary Annual Contributions

The employer may, but is not required to, contribute an amount equal to a percentage of each eligible profit sharing participants' compensation for the year.

NOTE 1: PLAN DESCRIPTION (Continued)

Member Contributions

For each plan year the employer may contribute an amount, determined by the employer's executive committee, on behalf of the profit sharing participants who are members of the employer, based on their prorated compensation.

Rollovers and Transfers

A participant may, with the consent of the Plan administrator, make transfers between the Plan and plans qualified under Section 401(k) of the Internal Revenue Code or individual retirement accounts upon the occurrence of the events described in "Payment of Benefits" below. Participants may also make transfers to the Plan of eligible rollover distributions from another qualified plan or individual retirement account, as defined in the Plan document.

Supplemental Contributions

Effective August 1, 2007, the employer shall also contribute for each plan year, on behalf of each supplemental eligible participant (as defined by the Plan), an additional contribution in an amount that the employer shall determine.

Employer Regular Contributions

The Employer may make further contributions to the Plan as the employer deems necessary.

Participant Accounts

An account is established on behalf of each participant. Each participant's account is credited with the participant's basic contribution and allocations of (a) recurring contributions, discretionary annual contributions, supplemental contributions, and (b) plan earnings, and charged with an allocation of administrative expenses. In addition, specific fees may be charged directly to a participants account for participant requested transactions. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their elective basic contributions and recurring contributions plus actual earnings thereon. Vesting in the employer's discretionary contributions portion of participant accounts is based on years of continuous service. A participant is one hundred percent (100%) vested after three years of credited service. Participants who have not completed three years are not entitled to any discretionary contributions.

Noted Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or fifty percent (50%) of their account balance, subject to the provisions set forth in Article XVI of the Plan. The loans are secured by the balance in the participant's account and bear interest at rates that range from three and one-quarter percent (3.25%) to eight and one-quarter percent (8.25%), which are commensurate with the Prime Rate as determined annually by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions over a period of time not to exceed five years. A loan that is considered in default is reported as a deemed distribution which is a taxable event for the participant.

Payment of Benefits

On termination of service due to death, disability, retirement, or separation from service, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution, as set forth by the Plan.

NOTE 1: PLAN DESCRIPTION (Continued)

Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $12,741 and $4,866, respectively. These accounts will be used to reduce future employer contributions. During 2012, employer contributions were reduced by $66,985 from forfeited non-vested accounts.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan, which may include legal, accounting, trustee, recordkeeping and other administrative fees, are paid directly by the Firm and excluded from these financial statements.

Fees and expenses associated with participant requested transactions, including those related to the administration of notes receivable from participants and investment management services, are charged directly to the participant's account and are included in administrative expenses.

Asset-based investment operating expenses, including management and other fees, paid by all shareholders of an investment option are typically reflected as a percentage of assets invested in the option, are deducted from an investment option's assets, and included in net appreciation (depreciation) of fair value of investments.

Subsequent Events

The Plan's management has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

In May 2011, the FASB issued *Amendments to Achieve Common Fair Value Measures and Disclosure Requirements in U.S. GAAP and IFRSs* to amend ASC 820 to converge the fair value measurement guidance in U.S. generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRSs"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. The amendments also require additional fair value disclosures. The amendments are to be applied prospectively for nonpublic entities for annual periods beginning after December 15, 2011. The adoption did not have an impact on the Plan's financial statements.

NOTE 3: INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE AS COMPLETE AND ACCURATE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the Trustee and represents investments of 5 percent or more of the Plan's net assets.

	2012	2011
Fidelity Equity Income K	$ 13,855,715	$ 11,963,564
Fidelity Growth Company K	13,055,406	10,607,681
Fidelity Balanced K	17,054,848	15,940,910
Fidelity Retire Mmkt	15,763,508	15,397,091
Spartan US Bond Idx Is	11,689,383	10,609,103
Spartan 500 Index Inst	23,393,689	20,118,496
Investments less than 5%	100,012,343	82,454,817
	$ 194,824,892	$ 167,091,662

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $14,855,416 as follows:

Mutual funds	$ 12,820,527	
Common collective trust funds	19,555	
Self-directed brokerage	2,015,334	
Net appreciation in fair value	$ 14,855,416	*
Investment income:		
Interest and dividends	$ 5,653,291	*

* - as reclassified (see Note 11)

Notes receivable from participants of $2,219,520 and $1,914,307 in 2012 and 2011, respectively, and interest income on notes receivable from participants of $66,267 in 2012 have also been certified by the Trustee.

NOTE 4: FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset 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.

Certificates of Deposit

Certificates of deposit are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

Common or Collective Trust Funds

There are no readily available market quotations for these funds. The common or collective trust (“CCT”) fund is a commingled pool consisting of a portfolio invested in assets (typically fixed-income securities or bond funds), investment contracts issued by insurance companies and other financial institutions (“wraps”), and cash equivalents represented by shares in money market funds. It is the policy of the portfolio to use its best efforts to maintain a stable net asset value (“NAV”) of $1.00 per unit; although there is no guarantee that the portfolio will be able to maintain this value. The portfolio uses independent pricing services approved by the Trustee to value its investments. Investments in wrap contracts are fair valued using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities. For purposes of benefit responsive withdrawals, investments in wrap contracts are valued at contract value, which could be more or less than fair value. Debt securities, including restricted securities, are valued based on evaluated prices received from independent pricing services or from dealers who make markets in such securities. When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing matrices which consider similar factors that would be used by independent pricing services. For asset backed securities, collateralized mortgage obligations, commercial mortgage securities and U.S. government agency mortgage securities, pricing services utilize matrix pricing which considers prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable quality, coupon, maturity and types as well as dealer-supplied prices. Investments in open-ended investment companies are valued at their closing NAV each business day. Short-term securities with remaining maturities of sixty days or less for which quotations are not readily available are valued at amortized cost, which approximates value.

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

Common Stocks

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

Corporate Bonds

Certain corporate bonds are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

First Manhattan Funds

First Manhattan funds are non-publicly traded managed separate investment funds. The funds are valued based on the quoted market prices of the underlying individual securities in the portfolio.

Interest in Special Asset Holdings

Interest in special asset holdings are non-publically traded assets held in separate trusts for the benefit of specific individuals valued at the historical cost of the asset and the net asset value of the underlying investments held in the individual trusts.

Money Market Funds

Money market funds are investment mutual funds comprised of high credit quality short-term securities that aim to pay money market interest rates while maintaining a NAV of $1 per share.

Mutual Funds

Mutual funds are valued at quoted market prices determined in an active market.

U.S. Government Securities

U.S. government securities are valued using pricing models maximizing the use of observable inputs for similar securities.

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

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of levels 1, 2 or 3.

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

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

	Investments at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Mid/large cap	$ 106,980,781	$ -	$ -	$ 106,980,781
Fixed income	22,045,293	-	-	22,045,293
Small cap	9,396,096	-	-	9,396,096
International	8,060,773	-	-	8,060,773
Other	2,087,681	-	-	2,087,681
Total mutual funds	148,570,624	-	-	148,570,624
Common stocks:				
Finance and insurance	6,143,954	-	-	6,143,954
Manufacturing	5,120,542	-	-	5,120,542
Information	869,588	-	-	869,588
Mining	600,061	-	-	600,061
Utilities	282,306	-	-	282,306
Other	1,333,178	-	-	1,333,178
Total common stocks	14,349,629	-	-	14,349,629
Preferred stocks:				
Finance and insurance	110,227	-	-	110,227
Information	55,259	-	-	55,259
Other	911			911
Total preferred stocks	166,397	-	-	166,397
Money market funds	19,196,345	-	-	19,196,345
First Manhattan funds	-	7,240,236	-	7,240,236
U.S. government securities	3,077,401	-	-	3,077,401
Common collective trust funds	-	1,498,483	-	1,498,483
Corporate bonds	-	593,218	-	593,218
Certificates of deposit	-	132,559	-	132,559
Interest in special asset holdings	-	-	62,014	62,014
Total investments, at fair value	$ 185,360,396	$ 9,464,496	$ 62,014	$ 194,886,906

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

	Investments at Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Mid/large cap	$ 89,404,447	$ -	$ -	$ 89,404,447
Fixed income	20,194,446	-	-	20,194,446
Small cap	7,668,020	-	-	7,668,020
International	6,353,988	-	-	6,353,988
Other	1,285,492	-	-	1,285,492
Total mutual funds	124,906,393	-	-	124,906,393
Common stocks:				
Finance and insurance	4,697,817	-	-	4,697,817
Manufacturing	4,108,035	-	-	4,108,035
Information	780,722	-	-	780,722
Mining	643,340	-	-	643,340
Utilities	427,636	-	-	427,636
Other	819,491	-	-	819,491
Total common stocks	11,477,041	-	-	11,477,041
Preferred stocks:				
Finance and insurance	4,784	-	-	4,784
Information	26,750	-	-	26,750
Total preferred stocks	31,534	-	-	31,534
Money market funds	18,632,200	-	-	18,632,200
First Manhattan funds	-	6,317,575	-	6,317,575
U.S. government securities	3,155,374	-	-	3,155,374
Common collective trust funds	-	1,889,900	-	1,889,900
Corporate bonds	-	481,316	-	481,316
Certificates of deposit	-	200,329	-	200,329
Interest in special asset holdings	-	-	69,249	69,249
Total investments, at fair value	$ 158,202,542	$ 8,889,120	$ 69,249	$ 167,160,911

Level 3 - Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012.

Balance, beginning of year	$ 69,249
Realized gains/(losses)	(7,170)
Unrealized gains/(losses) relating to instruments still held at the reporting date	(65)
Balance, end of year	$ 62,014

Gains and losses (realized and unrealized), included in changes in net assets for the period above, are reported in net appreciation (depreciation) in fair value of investments in the statement of changes in net assets available for benefits.

NOTE 5: INTEREST IN SPECIAL ASSET HOLDINGS

Effective July 2001, the Plan created separate trusts for each of the non-publicly traded assets with the individual beneficiary or beneficiaries as the trustee(s).

NOTE 6: CERTIFICATES OF DEPOSIT

Certificates of deposit at December 31, 2012 and 2011 consist of amounts on deposit at banks or savings and loan associations, with interest rates ranging from 2.5% to 3.2%, and maturities of one to three years. At December 31, 2012 and 2011, no amount was in excess of the federally insured limit.

NOTE 7: ROLLOVER CONTRIBUTIONS

During 2011, the Firm acquired the assets and liabilities of White O'Connor Fink & Brenner, LLP and approved an amendment effective August 1, 2012 to merge the White O'Connor Fink & Brenner, LLP 401(k) Profit Sharing ("W&O Plan") into the Kelley Drye & Warren LLP Retirement Savings Plan ("KDW Plan"). To the extent any portion of a merged account was not fully vested as of August 1, 2012, participants became 20% vested for 2 years of vesting service and 100% vested for 3 years or more of vesting service. Participants were provided the option to have their account balance rolled into any qualified plan (including the KDW Plan) or IRA, or receive a lump sum distribution. An aggregate of $3,815,640 was rolled into the Plan during the year ended December 31, 2012.

NOTE 8: RELATED-PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of funds, mutual funds or other investments managed by Fidelity and First Manhattan Co. Fidelity is the Trustee, as defined by the Plan and First Manhattan Co. is the investment advisor and trustee of the assets invested in its funds, therefore, these transactions qualify as party-in-interest transactions. Dividend income received by the Plan is net of fees charged to the mutual funds by the Trustee or its affiliates. Fees paid by the Plan for administrative and investment management services amounted to $97,618 for the year ended December 31, 2012.

NOTE 9: PLAN TERMINATION

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

NOTE 10: TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Firm by a letter dated August 20, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS or applicable state authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions. The Plan is currently under examination by the IRS for the tax year ended December 31, 2011. The Plan administrator does not anticipate the results of the examination to affect the Plan's qualification or the trust's tax-exempt status. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 11: RISKS AND UNCERTAINTIES

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

NOTE 12: RECLASSIFICATION OF AMOUNTS REPORTED IN TRUSTEE CERTIFICATION

Included in net investment gains on the Trustee certification is $242 and $127,527 of interest and dividend income, respectively, earned on two funds. These amounts have been broken out into their respective components and reclassified to interest income, dividend income, and net appreciation in fair value of investments on the statement of changes in net assets available for benefits. There is no effect on total investment income in the statement of changes in net assets available for benefits and there is no effect on net assets available for benefits.

Kelley Drye & Warren LLP Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
E.I.N. #13-5335107
Plan #002

December 31, 2012

(a)	Identity of Issue, Borrower, Lessor or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value (c)	Cost ** (d)	Current Value (e)
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund		$ 15,763,508
*	First Manhattan Co.	First Manhattan Fund		5,173,342
*	First Manhattan Co.	First Manhattan Fund		2,066,894
	Total First Manhattan Brokerage Accounts			7,240,236
*	Fidelity Management Trust Company	Fid Mgd Inc Port		1,498,483
	Total Common Collective Trusts			1,498,483
	Morgan Stanley Investment Mgmt	MSIF Sm Co Grth P		2,295,543
	Dodge & Cox	Dodge & Cox Stock		3,322,058
	Wells Fargo Funds Management LLC	WFA Sm Cap Val Inv		1,887,790
	The Vanguard Group, Inc.	Vanguard Mid Cap Idx Sig		1,606,132
	The Vanguard Group, Inc.	Vanguard Sm Cap Idx Inst		4,931,590
	Victory Capital Management Inc.	Victory Diversified Stock A		688,429
	Pacific Investment Management Co.	PIMCO Total Return Adm		1,080,983
*	Fidelity Management Trust Company	Fidelity Real Estate Investment		1,574,014
*	Fidelity Management Trust Company	Spartan Int'l Index Inv		2,100,600
*	Fidelity Management Trust Company	Spartan 500 Index Inst		23,393,689
*	Fidelity Management Trust Company	Spartan US Bond Index IS		11,689,383
*	Fidelity Management Trust Company	Fidelity Instl Shrt-Interm Govt		5,465,360
*	Fidelity Management Trust Company	Fidelity Balanced K		17,054,848
*	Fidelity Management Trust Company	Fidelity Diversified International K		5,251,447
*	Fidelity Management Trust Company	Fidelity Dividend Growth K		1,224,773
*	Fidelity Management Trust Company	Fidelity Equity Income K		13,855,715
*	Fidelity Management Trust Company	Fidelity Growth Company K		13,055,406
*	Fidelity Management Trust Company	Fidelity Low Priced Stock K		4,322,916
*	Strategic Advisers, Inc.	Fidelity Freedom K Income		518,328
*	Strategic Advisers, Inc.	Fidelity Freedom K 2000		457,581
*	Strategic Advisers, Inc.	Fidelity Freedom K 2005		130,596
*	Strategic Advisers, Inc.	Fidelity Freedom K 2010		1,877,380
*	Strategic Advisers, Inc.	Fidelity Freedom K 2015		2,545,971
*	Strategic Advisers, Inc.	Fidelity Freedom K 2020		3,735,858
*	Strategic Advisers, Inc.	Fidelity Freedom K 2025		2,673,265
*	Strategic Advisers, Inc.	Fidelity Freedom K 2030		3,549,507
*	Strategic Advisers, Inc.	Fidelity Freedom K 2035		2,554,169
*	Strategic Advisers, Inc.	Fidelity Freedom K 2040		2,084,818
*	Strategic Advisers, Inc.	Fidelity Freedom K 2045		1,326,586
*	Strategic Advisers, Inc.	Fidelity Freedom K 2050		651,288
*	Strategic Advisers, Inc.	Fidelity Freedom K 2051		21,890
	Total Mutual Funds			136,927,913

See independent auditors' report.

Kelley Drye & Warren LLP Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
E.I.N. #13-5335107
Plan #002

December 31, 2012

(a)	Identity of Issue, Borrower, Lessor or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value (c)	Cost ** (d)	Current Value (e)
*	Fidelity Brokerage Services	Participant self-directed brokerage accounts invested in:		
		Mutual Funds		11,642,711
		Money Market Funds		3,432,837
		Certificates of Deposit		132,559
		Common Stocks		14,349,629
		Preferred Stock		165,486
		Government Bonds		3,077,401
		Corporate Bonds		593,218
		Other		911
	Total Brokerage Accounts			33,394,752
	Total Investments, at fair value			194,824,892
	Interest in Special Asset Holdings	Special Asset Holdings		62,014
				$ 194,886,906
*	Notes Receivable from Participants	Interest rates range from 3.25% to 8.25% with maturity dates ranging from 2013 to 2017	-	$ 2,219,520

* Indicates party-in-interest to the Plan.
** Cost information omitted with respect to participant or beneficiary directed transactions.

Kelley Drye & Warren LLP Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
E.I.N. #13-5335107
Plan #002

December 31, 2012

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*	Fidelity Management Trust Company	Fid Mgd Inc Port		1,498,483
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*	Strategic Advisers, Inc.	Fidelity Freedom K 2050		651,288
*	Strategic Advisers, Inc.	Fidelity Freedom K 2051		21,890
	Total Mutual Funds			136,927,913

See independent auditors' report.

Kelley Drye & Warren LLP Retirement Savings Plan

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E.I.N. #13-5335107
Plan #002

December 31, 2012

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		Money Market Funds		3,432,837
		Certificates of Deposit		132,559
		Common Stocks		14,349,629
		Preferred Stock		165,486
		Government Bonds		3,077,401
		Corporate Bonds		593,218
		Other		911
	Total Brokerage Accounts			33,394,752
	Total Investments, at fair value			194,824,892
	Interest in Special Asset Holdings	Special Asset Holdings		62,014
				$ 194,886,906
*	Notes Receivable from Participants	Interest rates range from 3.25% to 8.25% with maturity dates ranging from 2013 to 2017	-	$ 2,219,520

* Indicates party-in-interest to the Plan.
** Cost information omitted with respect to participant or beneficiary directed transactions.

See independent auditors' report.

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;
- [X] a single-employer plan;
- [ ] a multiple-employer plan; or
- [ ] a DFE (specify) _____

B This return/report is:
- [ ] the first return/report;
- [ ] an amended return/report;
- [ ] the final 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;
- [ ] special extension (enter description)
- [ ] automatic extension;
- [ ] the DFVC program;

Part II Basic Plan Information - enter all requested information

1a Name of plan
KELLEY DRYE & WARREN LLP RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1968

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

KELLEY DRYE & WARREN LLP

101 PARK AVENUE

NEW YORK NY 10178

2b Employer Identification Number (EIN) 13-5335107

2c Sponsor's telephone number 212-808-7800

2d Business code (see instructions) 541110

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

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

SIGN HERE	James J Kirk	10/14/13	JAMES J KIRK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

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