

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>04/01/2012</u> and ending <u>03/31/2013</u>	
A This return/report is for:	<input checked="" type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input checked="" type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/09/1962</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>09/09/1962</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>09/09/1962</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u> <u>200 ST. PAUL STREET, SUITE 2420</u> <u>BALTIMORE, MD 21202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-6043636</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>410-685-5069</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>711210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-6043636</u>	2c Sponsor's telephone number <u>410-685-5069</u>	2d Business code (see instructions) <u>711210</u>	
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2c Sponsor's telephone number <u>410-685-5069</u>					
2d Business code (see instructions) <u>711210</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	01/14/2014 Date	RICHARD CASS Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	01/14/2014 Date	JEFFEREY VAN NOTE 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 <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																		
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		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">11442</td> </tr> </table>	5	11442																
5	11442																			
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">2174</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">3240</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">5782</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">11196</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">552</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">11748</td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td></td> </tr> </table>			6a	2174	6b	3240	6c	5782	6d	11196	6e	552	6f	11748	6g		6h	
6a	2174																			
6b	3240																			
6c	5782																			
6d	11196																			
6e	552																			
6f	11748																			
6g																				
6h																				
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%; text-align: right;">32</td> </tr> </table>	7	32																
7	32																			
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1G																				
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions: 4H 4L																				
9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input checked="" type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)																			

SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 04/01/2012 and ending 03/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	D Employer Identification Number (EIN) <u>13-6043636</u>

E Type of plan: (1) <input checked="" type="checkbox"/> Multiemployer Defined Benefit (2) <input type="checkbox"/> Money Purchase (see instructions)	
1a Enter the valuation date: Month <u>04</u> Day <u>01</u> Year <u>2012</u>	
b Assets	
(1) Current value of assets	1b(1) <u>1381299196</u>
(2) Actuarial value of assets for funding standard account.....	1b(2) <u>1407588791</u>
c (1) Accrued liability for plan using immediate gain methods	1c(1) <u>2724921199</u>
(2) Information for plans using spread gain methods:	
(a) Unfunded liability for methods with bases.....	1c(2)(a)
(b) Accrued liability under entry age normal method.....	1c(2)(b)
(c) Normal cost under entry age normal method.....	1c(2)(c)
(3) Accrued liability under unit credit cost method.....	1c(3) <u>2724921199</u>
d Information on current liabilities of the plan:	
(1) Amount excluded from current liability attributable to pre-participation service (see instructions).....	1d(1)
(2) "RPA '94" information:	
(a) Current liability	1d(2)(a) <u>4546578281</u>
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b) <u>60254841</u>
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)
(3) Expected plan disbursements for the plan year	1d(3) <u>180109256</u>

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>01/14/2014</u>
Signature of actuary		Date
<u>ALVIN K. WINTERS</u>		<u>11-06620</u>
Type or print name of actuary		Most recent enrollment number
<u>AON HEWITT</u>		<u>410-547-2916</u>
Firm name		Telephone number (including area code)
<u>500 EAST PRATT STREET, BALTIMORE, MD 21202</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

a	Current value of assets (see instructions)	2a	1381299196
b	"RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1)	For retired participants and beneficiaries receiving payment	3850	1562033229
(2)	For terminated vested participants	5696	2364691739
(3)	For active participants:		
(a)	Non-vested benefits		48146697
(b)	Vested benefits		571706616
(c)	Total active	2138	619853313
(4)	Total	11684	4546578281
c	If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	30.38 %

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/21/2012	6000000				
02/15/2013	1460000				
03/28/2013	97566052				
			Totals ►	3(b)	105026052 3(c)

a Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If code is "N," go to line 5.....	4a	E
b Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3))	4b	51.7 %
c Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan?	<input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No	
d If the plan is in critical status, were any adjustable benefits reduced?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
e If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date	4e	

a	<input type="checkbox"/> Attained age normal	b	<input type="checkbox"/> Entry age normal	c	<input checked="" type="checkbox"/> Accrued benefit (unit credit)	d	<input type="checkbox"/> Aggregate
e	<input type="checkbox"/> Frozen initial liability	f	<input type="checkbox"/> Individual level premium	g	<input type="checkbox"/> Individual aggregate	h	<input type="checkbox"/> Shortfall
i	<input type="checkbox"/> Reorganization	j	<input type="checkbox"/> Other (specify):				

k	If box h is checked, enter period of use of shortfall method	5k	
l	Has a change been made in funding method for this plan year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
m	If line l is "Yes," was the change made pursuant to Revenue Procedure 2000-40 or other automatic approval?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
n	If line l is "Yes," and line m is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method.....	5n	

a Interest rate for "RPA '94" current liability.....			6a	4.17 %
b Rates specified in insurance or annuity contracts	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A		Pre-retirement <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A	
c Mortality table code for valuation purposes:				
(1) Males.....	6c(1)	A	A	
(2) Females.....	6c(2)	A	A	
d Valuation liability interest rate	6d	7.25%	7.25 %	
e Expense loading	6e	43.2%	<input type="checkbox"/> N/A	% <input checked="" type="checkbox"/> N/A
f Salary scale	6f	%	<input checked="" type="checkbox"/> N/A	
g Estimated investment return on actuarial value of assets for year ending on the valuation date.....	6g	2.1 %		
h Estimated investment return on current value of assets for year ending on the valuation date	6h	2.3 %		

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
3	606219701	63043825
1	51590150	5365118

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval: **8a**

b Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach schedule. ☒ Yes ☐ No

c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code? ☐ Yes ☒ No

d If line c is "Yes," provide the following additional information:

(1) Was an extension granted automatic approval under section 431(d)(1) of the Code? ☐ Yes ☐ No

(2) If line 8d(1) is "Yes," enter the number of years by which the amortization period was extended: **8d(2)**

(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code? ☐ Yes ☐ No

(4) If line 8d(3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2)): **8d(4)**

(5) If line 8d(3) is "Yes," enter the date of the ruling letter approving the extension: **8d(5)**

(6) If line 8d(3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007? ☐ Yes ☐ No

e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s): **8e**

9 Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any: **9a** 0

b Employer's normal cost for plan year as of valuation date: **9b** 29976047

c Amortization charges as of valuation date:

	Outstanding balance	
(1) All bases except funding waivers and certain bases for which the amortization period has been extended: 9c(1)	2039190345	227483666
(2) Funding waivers: 9c(2)		
(3) Certain bases for which the amortization period has been extended: 9c(3)		

d Interest as applicable on lines 9a, 9b, and 9c: **9d** 18665829

e Total charges. Add lines 9a through 9d: **9e** 276125542

Credits to funding standard account:

f Prior year credit balance, if any: **9f** 435507531

g Employer contributions. Total from column (b) of line 3: **9g** 105026052

h Amortization credits as of valuation date: **9h** 286350406 51174511

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h: **9i** 35469129

j Full funding limitation (FFL) and credits:

(1) ERISA FFL (accrued liability FFL): 9j(1)	1940265736	
(2) "RPA '94" override (90% current liability FFL): 9j(2)	2830565414	
(3) FFL credit: 9j(3)		0

k (1) Waived funding deficiency: **9k(1)** 0

(2) Other credits: **9k(2)** 0

l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2): **9l** 627177223

m Credit balance: If line 9l is greater than line 9e, enter the difference: **9m** 351051681

n Funding deficiency: If line 9e is greater than line 9l, enter the difference: **9n**

9 o Current year's accumulated reconciliation account:

(1)	Due to waived funding deficiency accumulated prior to the 2012 plan year	9o(1)	0
(2)	Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a)	Reconciliation outstanding balance as of valuation date	9o(2)(a)	0
(b)	Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))	9o(2)(b)	0
(3)	Total as of valuation date.....	9o(3)	0

10	Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)	10	
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11	Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning **04/01/2012** and ending **03/31/2013**

A Name of plan BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN	D Employer Identification Number (EIN) 13-6043636	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

26-3763878

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

41-2095465

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

90-0644478

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

36-4336976

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

LANDMARK EQUITY PARTNERS, LP

06-1519082

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

PANTHEON FUND

600 MONTGOMERY STREET
23RD FLOOR
SAN FRANCISCO, CA 94111

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

PAYDEN & RYGEL

95-3921788

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

PICTET

98-0396762

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

PIMCO

33-0629048

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

PRIVATE ADVISORS, LLC

54-1886751

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

SIGULER GUFF

13-3855629

(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)

GROOM LAW GROUP

52-1219029

(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?
29 50	NONE	5011532	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

AON HEWITT

22-2232264

(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?
11 50	NONE	2367856	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MELLON CAPITAL MANAGEMENT

25-6078093

(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?
49 50	NONE	634490	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

THE BOSTON CO ASSET MGT

MELLON FINANCIAL CENTER
ONE BOSTON PLACE
BOSTON, MA 02108-4408

(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?
21 28 51	NONE	581190	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

WELLINGTON TRUST COMPANY, NA

04-2755549

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	566625	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

J.P. MORGAN INVESTMENT MANAGEMENT

13-3200244

(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 51	NONE	530415	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

GRANTHAM, MAYO, VAN OTTERLOO CO.

42-1669171

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	499872	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SARAH E. GAUNT

13-6043636

(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?
35	EMPLOYEE	410282	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

NEPC, LLC

26-1429809

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	405623	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

SUSAN CASSIDY

13-6043636

(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?
35	EMPLOYEE	400000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

THE TRAVEL STORE

95-2958880

(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?
49 50	NONE	394598	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ADVANCED COMPUTER SOLUTIONS

20-1859440

(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?
16 50	NONE	367507	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

NEUMEIER POMA INVESTMENT COUNSEL

77-0444891

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	323199	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ST. PAUL PLAZA

200 SAINT PAUL STREET
SUITE 2121
BALTIMORE, MD 21202

(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?
49 50	NONE	319394	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

BENEFIT MALL

PO BOX 418742
BOSTON, MA 02241

(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?
49 50	NONE	294411	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

RIGGS, COUNSELMAN, MICHAELS & DOWNES

52-0555835

(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?
22 51	NONE	278107	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ALL FLORIDA ORTHOPAEDICS

59-2681990

(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?
49 50	NONE	270526	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

LOOMIS SAYLES TRUST COMPANY

20-8080381

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	267848	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

BNY MELLON ASSET SERVICING

13-5160382

(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?
19 50 59 62	NONE	260682	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

PERRY ORTHOPAEDIC

56-2258322

(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?
49 50	NONE	240136	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

CADENCE CAPITAL MANAGEMENT, LLC

04-3244012

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	236084	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

DAVID APPLE, MD

2020 PEACHTREE ROAD NW
ATLANTA, GA 30309

(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?
49 50	NONE	223461	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MERCER

13-2834414

(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?
49 50	NONE	221834	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

REHABILITATION INSTITUTE OF CHICAGO

36-2256036

(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?
49 50	NONE	208288	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

ALLIANCE BERNSTEIN L.P

13-4064930

(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?
51 68	NONE	200348	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

R21 HOLDINGS

46-1337598

(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?
16 50	NONE	166242	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

WESTERN ASSET MGT

95-2705767

(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 51	NONE	161885	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

WENTWORTH, HAUSER & VIOLICH

91-1631301

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	156071	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

JOSEPH D. EUBANKS, PHD

74-2756720

(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?
49 50	NONE	138500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

CAROLINA HEADACHE INSTITUTE

103 MARKET STREET
CHAPEL HILL, NC 27516

(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?
49 50	NONE	134000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

SCOTT, PAUL

13-6043636

(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?
35	EMPLOYEE	108825	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SAN DIEGO SPORTS MED & ORTHOPAEDIC

33-0834309

(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?
49 50	NONE	108089	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

NOBLEZA, FRANK

13-6043636

(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?
35	EMPLOYEE	104950	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

TOTAL FUNDS BY HASLER

PO BOX 30193
TAMPA, FL 33630

(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?
49 50	NONE	104291	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

TERRY L. THOMPSON, MD

HUH 2041 GEORGIA AVE, NW, STE 4300
WASHINGTON, DC 20060

(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?
49 50	NONE	100461	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

GREGORY MACK, MD

20-4015690

(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?
49 50	NONE	96273	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

DEAN DELIS, PHD ABPP

81-0608729

(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?
49 50	NONE	93120	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

RODNEY D. VANDERPLOEG, PHD

5322 PRIMROSE LAKE CIRCLE
SUITE F
TAMPA, FL 33647

(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?
49 50	NONE	93000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

PRINTING CORPORATION OF AMERICA

26-2502340

(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?
36 50	NONE	90296	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

WEBSTER ORTHOPEDICS

94-1700181

(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?
49 50	NONE	84067	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

WHITE ROCK ORTHOPEDIC ASSOC.

20-2682240

(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?
49 50	NONE	79743	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ORTHOPAEDIC ASSOCIATES OF CHICAGO

36-2731428

(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?
49 50	NONE	78752	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

REMOTE IT SOLUTIONS

27-3142086

(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?
99 50	NONE	78094	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

VINCENT, SAM

13-6043636

(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?
35	EMPLOYEE	77612	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

F.HARLAN SELESNICK, MD

1150 CAMPO SANO AVE.
SUITE 301
CORAL GABLES, FL 33146

(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?
49 50	NONE	75000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

CREDO CAPITAL MANAGEMENT

16-1697145

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68 71	NONE	74460	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	16287	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ADVANCED BUSINESS SYSTEMS

PO BOX 759319
BALTIMORE, MD 21275

(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?
49 50	NONE	72678	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

EVES, ROSE MARY

13-6043636

(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?
35	EMPLOYEE	68919	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

CHARLES A. BUSH-JOSEPH, MD

419 NORTH LINCOLN
HINSDALE, IL 60521

(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?
49 50	NONE	67203	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

PAUL S. SAENZ, MD

74-2613458

(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?
49 50	NONE	60425	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

NATIONAL REHABILITATION HOSPITAL

52-1369749

(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?
49 50	NONE	58500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

ROSE, LASHAY

13-6043636

(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?
35	EMPLOYEE	58032	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

RANKIN ORTHOPAEDIC & SPORTS MED CEN

1160 VARNUN STREET, NE, STE. 312
WASHINGTON, DC 20017

(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?
49 50	NONE	57000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MID STATE ORTHOPAEDIC & SPORTS

72-1310991

(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?
49 50	NONE	55646	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

TIMPSON, CYNTHIA

13-6043636

(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?
35	EMPLOYEE	53762	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SAN DIEGO IMAGING MEDICAL GROUP

95-2669833

(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?
49 50	NONE	53494	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

CALDWELL, CHARISSE

13-6043636

(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?
35	EMPLOYEE	52931	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

MENORAH MEDICAL CENTER

48-1301826

(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?
49 50	NONE	51613	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MILLER, ANNETTE

13-6043636

(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?
35	EMPLOYEE	51322	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

WASHINGTON UNIVERSITY

43-0653611

(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?
49 50	NONE	51221	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

POINTCLICK TECHNOLOGIES

26-0291557

(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?
16 50	NONE	48809	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ABRAMS, FOSTER, NOLE & WILLIAMS

52-1854049

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	47276	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

WARNER, SHELLEY

13-6043636

(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?
35	EMPLOYEE	46161	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

MARKWARD, MEYLI

13-6043636

(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?
35	EMPLOYEE	45040	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ALLEN JACKSON, M.D.

P.O. BOX 188
MEDINA, WA 98039

(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?
49 50	NONE	40500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

PARK-IT OF MARYLAND, INC.

200 SAINT PAUL STREET
SUITE 2121
BALTIMORE, MD 21202

(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?
49 50	NONE	39992	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

JACKSON, SHERI

13-6043636

(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?
35	EMPLOYEE	38816	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

THE HERTZ CORPORATION

COMMERICAL BILLING DEPT 1124
PO BOX 121124
DALLAS, TX 75312

(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?
49 50	NONE	36261	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ROTH STAFFING COMPANIES

PO BOX 848761
LOS ANGELES, CA 90084

(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?
49 50	NONE	35283	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

BERNARD R. BACH JR., MD

1029 FRANKLIN AVE.
RIVER FOREST, IL 60305

(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?
49 50	NONE	34733	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

KORN/FERRY INTERNATIONAL

95-2623879

(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?
49 50	NONE	33264	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

BARNES JEWISH HOSPITAL

23-7309937

(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?
49 50	NONE	32061	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

EARNEST PARTNERS, LLC

58-2386669

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	30527	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	120	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

MARCUS COOK, MD

2826 RANDOLPH ROAD
PERRY ORTHOPAEDICS
CHARLOTTE, NC 28211

(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?
49 50	NONE	29738	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

RANCHO LOS AMIGOS NRC

95-6000927

(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?
49 50	NONE	27287	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

CORAL GABLES SPECIALTY PHYSICIANS

26-0886056

(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?
49 50	NONE	24987	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

PAETEC COMMUNICATIONS

16-1551095

(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?
49 50	NONE	18376	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

IMPACT OFFICE PRODUCTS

PO BOX 403846
ATLANTA, GA 30384

(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?
49 50	NONE	17347	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

ALL COVERED

13-1921089

(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?
16 50	NONE	16044	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

GUERNSEY OFFICE PRODUCTS

PO BOX 10846
CHANTILLY, VA 20153

(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?
49 50	NONE	14102	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

QCC INC.

52-2334679

(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?
99 50	NONE	13530	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

SOUTH TEXAS IMAGING CENTER

P.O. BOX 29490
SAN ANTONIO, TX 78229

(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?
49 50	NONE	12528	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

NAPLES NEUROPSYCHOLOGY, PA

26-2833467

(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?
49 50	NONE	12500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

ERIC J. BRAHIN, MD

96 REYNOSA
SAN ANTONIO, TX 78261

(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?
49 50	NONE	12000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

RAPID RESPONSE DELIVERY

8705 BOLLMAN PLACE
SUITE 300
SAVAGE, MD 20763

(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?
49 50	NONE	9908	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SAN DIEGO NERVE STUDY CENTER

33-0576174

(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?
49 50	NONE	9000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

BARRY JORDAN, MD

13-4769370

(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?
49 50	NONE	8000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

SPORTS MEDICINE ASSO OF SAN ANTONIO

90-0120192

(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?
49 50	NONE	7960	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MYERS ADVERTISING, LLC

56-2471516

(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?
49 50	NONE	7210	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

PROVIDENCE HOSPITAL

52-1275587

(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?
49 50	NONE	7153	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

NYU SCHOOL OF MEDICINE

12-5562308

(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?
49 50	NONE	6571	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

INTERNATIONAL BUSINESS MACHINE

PO BOX 643600
PITTSBURGH, PA 15264

(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?
49 50	NONE	6490	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MAILFIANCE

25881 NETWORK PLACE
CHICAGO, IL 60673

(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?
49 50	NONE	6224	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

DEBORAH BRANDCHAFT MATRO, MD

06-1156413

(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?
49 50	NONE	6000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SANTA MONICA ORTH/SPORTS MEDICINE

2020 SANTA MONICA BLVD., SUITE 400
SANTA MONICA, CA 90404

(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?
49 50	NONE	5736	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SIBSON CONSULTING/SEGAL

13-1835864

(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?
16 51	NONE	5000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

BRANDYWINE ASSET MANAGEMENT

51-0294065

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	91099	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
CREDO CAPITAL MANAGEMENT	28	16287
(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.	
CREDO CAPITAL MANAGEMENT 16-1697145	INDIRECT	
(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: JAMES RITCHIE	b EIN: 22-2232264
c Position: ENROLLED ACTUARY	
d Address: 500 E. PRATT STREET BALTIMORE, MD 21202	e Telephone: 410-547-5932

Explanation: MR. RITCHIE IS NO LONGER EMPLOYED AT AON HEWITT. AS A RESULT, THE ENROLLED ACTUARY HAS CHANGED.

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection.
For calendar plan year 2012 or fiscal plan year beginning 04/01/2012 and ending 03/31/2013		
A Name of plan BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN		D Employer Identification Number (EIN) 13-6043636
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: EB DV GLOBAL ALPHA I FUND		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75861066
a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81449801
a Name of MTIA, CCT, PSA, or 103-12 IE: JP MORGAN STRATEGIC PROPERTY FUND		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54999740
a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV NSL INTL SIF		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42213477
a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV NSL AGG BIF		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53949824
a Name of MTIA, CCT, PSA, or 103-12 IE: ENTRUST CAPITAL DIVERSIFIED FUND		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42941921
a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV NSL LCG SIF		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52004315

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV NSL LCV SIF		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51839669
a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SAYLES CREDIT ASSET TR CL B		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60096344
a Name of MTIA, CCT, PSA, or 103-12 IE: PICTET EMERGING LOCAL CURR GLOBAL		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41128269
a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV STOCK INDEX FUND		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42242510
a Name of MTIA, CCT, PSA, or 103-12 IE: TBC EMERGING MARKETS EQUITY		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63404122
a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV NSL LGE CAP SIF		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52306952
a Name of MTIA, CCT, PSA, or 103-12 IE: WA FLTG RATE HI INCOME FUND		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1424214
a Name of MTIA, CCT, PSA, or 103-12 IE: WAMCO OPPORTUNISTIC US HI YIELD SEC		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2044860
a Name of MTIA, CCT, PSA, or 103-12 IE: WAMCO OPPORTUNISTIC INTL INVESTMENT		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-5160382-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1115965
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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 04/01/2012 and ending 03/31/2013		
A Name of plan BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN		D Employer Identification Number (EIN) 13-6043636

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	8809298	41349457
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	173046337	4892057
(2) U.S. Government securities.....	1c(2)	27753216	25116324
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	9489596	8730441
(B) All other.....	1c(3)(B)	17068043	9923268
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	389205	
(B) Common	1c(4)(B)	143997825	107591195
(5) Partnership/joint venture interests	1c(5)	209255553	185061706
(6) Real estate (other than employer real property)	1c(6)		66454112
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	551409235	714438012
(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)	4855661	4585039
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	254543964	319878239
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		1811284

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1400617933	1489831134

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	3889259	3393676
i Acquisition indebtedness	1i		
j Other liabilities	1j	15429478	85129500
k Total liabilities (add all amounts in lines 1g through 1j)	1k	19318737	88523176

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1381299196	1401307958
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	105026052	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		105026052
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)	929584	
(C) Corporate debt instruments	2b(1)(C)	814571	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	998330	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2742485
(2) Dividends: (A) Preferred stock	2b(2)(A)	11044	
(B) Common stock	2b(2)(B)	1738152	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13775979	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		15525175
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	372968699	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	372753718	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		214981
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	24664388	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		24664388

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		39857563
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		5145078
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		530008
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		19376006
c Other income.....	2c		1575911
d Total income. Add all income amounts in column (b) and enter total.....	2d		214657647

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	173437967	
(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)		173437967
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)	15936770	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	5274148	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		21210918
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		194648885

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		20008762
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ABRAMS, FOSTER, NOLE & WILLIAMS, PA

(2) EIN: 52-1854049

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		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.
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For calendar plan year 2012 or fiscal plan year beginning 04/01/2012 and ending 03/31/2013

A Name of plan <u>BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RETIREMENT BOARD OF BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	D Employer Identification Number (EIN) <u>13-6043636</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5160383</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input checked="" type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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: 40% Investment-Grade Debt: 22% High-Yield Debt: 6% Real Estate: 7% Other: 25%

- 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):

**BERT BELL/PETE ROZELLE NFL PLAYER
RETIREMENT PLAN**

**Financial Statements
and
Independent Auditors' Report**

Years Ended March 31, 2013 and 2012

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and Maryland Association of Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Retirement Board of the
Bert Bell/Pete Rozelle NFL Player Retirement Plan
Baltimore, Maryland

Report on the Financial Statements

We have audited the accompanying financial statements of Bert Bell/Pete Rozelle NFL Player Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of March 31, 2013 and 2012, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

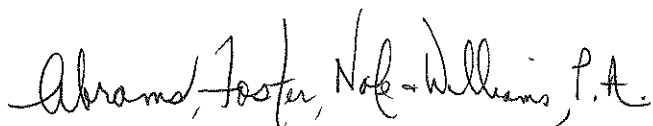
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of March 31, 2013 and 2012, and changes therein for the years then ended and its financial status as of March 31, 2012 and 2011, and changes therein for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of investment and administrative expenses, assets held for investment purposes, assets acquired and disposed of within the plan year, and reportable transactions, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Abrams, Foster, Nole & Williams, P.A.
Certified Public Accountants
Baltimore, Maryland

October 21, 2013

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Statements of Net Assets Available for Benefits
March 31, 2013 and 2012

	2013	2012
ASSETS		
Investments, at Fair Value		
Interest bearing cash	\$ 4,892,057	\$ 173,046,337
Common stock	107,591,195	143,997,825
Preferred stock	-	389,205
Corporate debt	18,653,709	18,395,789
U. S. government securities	25,116,324	27,753,216
Common/collective trusts	714,438,012	551,409,235
Registered investment companies	319,878,239	254,543,964
Real estate	66,454,112	69,205,755
Other investments	191,458,029	153,067,310
Total investments	<u>1,448,481,677</u>	<u>1,391,808,636</u>
Receivable for securities sold	39,824,442	6,484,516
Interest and dividends receivable	453,476	538,991
Other plan receivables	956,877	1,194,489
Total receivables	<u>41,234,795</u>	<u>8,217,996</u>
Cash	<u>114,662</u>	<u>591,302</u>
Total assets	<u>1,489,831,134</u>	<u>1,400,617,934</u>
LIABILITIES		
Payable for securities purchased	85,129,501	15,429,478
Accrued expenses	3,393,674	3,889,259
Total liabilities	<u>88,523,174</u>	<u>19,318,737</u>
Net Assets Available for Benefits	<u>\$ 1,401,307,960</u>	<u>\$ 1,381,299,197</u>

"See Accompanying Notes"

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Statements of Changes in Net Assets Available for Benefits
Years Ended March 31, 2013 and 2012

	2013	2012
ADDITIONS		
Net Investment Income		
Dividend and interest income	\$ 19,740,759	\$ 21,260,587
Net realized and unrealized appreciation (depreciation) in fair value of investments	89,890,836	15,532,470
Total investment income	<u>109,631,595</u>	<u>36,793,057</u>
Less investment expenses	<u>(5,274,148)</u>	<u>(5,990,110)</u>
Net investment income	104,357,447	30,802,947
Contributions	<u>105,026,052</u>	<u>172,120,000</u>
Total additions	209,383,499	202,922,947
DEDUCTIONS		
Administrative expenses	15,936,769	12,956,047
Benefit payments	<u>173,437,967</u>	<u>134,023,770</u>
Total deductions	<u>189,374,736</u>	<u>146,979,817</u>
Net increase	20,008,763	55,943,130
Net assets available for benefits:		
Beginning of year	<u>1,381,299,197</u>	<u>1,325,356,067</u>
End of Year	<u><u>\$ 1,401,307,960</u></u>	<u><u>\$ 1,381,299,197</u></u>

"See Accompanying Notes"

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Notes to Financial Statements
March 31, 2013 and 2012

1. DESCRIPTION OF THE PLAN

The following brief description of the Bert Bell/Pete Rozelle NFL Player Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information. Capitalized terms have the meaning provided for in the Plan documents.

A. General

The Plan is a multiemployer defined benefit pension plan, which provides eligible Players with pension and disability benefits, and offers survivor protection for their wives and family. The Plan is maintained in accordance with the 2011 Collective Bargaining Agreement ("CBA") between the National Football League Players Association ("NFLPA") and the National Football League Management Council ("NFL Management Council"). The Bert Bell/Pete Rozelle NFL Player Retirement Plan Trust holds the assets of the Plan.

The Plan has been revised and amended many times since it was created. Most recently, the Plan was amended and restated effective April 1, 2012, and immediately prior to this date, the Plan was amended and restated effective August 1, 2011. These amendments were necessary in order to reflect new Plan terms and provisions provided for in the 2011 CBA and to comply with applicable law. The current key features are summarized below.

B. Participants' Benefits

Under the Plan's provisions, benefits accrue to participants based upon credited seasons earned and the credit amount determined for a particular credited season as defined by the Plan document.

C. Funding Policy

Contributions from member clubs are made based upon amounts required to be funded under the CBA between the NFLPA and the NFL Management Council. During 2013 and 2012, the clubs made contributions of \$105,026,052 and \$172,120,000, respectively. The contributions meet the minimum funding requirements under Employee Retirement Income Security Act of 1974 (ERISA).

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Notes to Financial Statements
March 31, 2013 and 2012

1. DESCRIPTION OF THE PLAN (Continued)

D. Vesting

A Vested Player is a Player who is eligible to receive retirement benefits. Generally speaking, Players become Vested Players either by earning enough Credited Seasons or by satisfying special rules. A Player may also become vested if he qualifies for total and permanent disability benefits while an Active Player.

E. Pension Benefits

There are two retirement benefits under the Plan: (1) the Benefit Credit Pension; and (2) the Legacy Credit Pension. All Vested Players are entitled to Benefit Credit Pension benefits. Only certain Vested Players are entitled to a Legacy Credit Pension. In addition, some Vested Players who are entitled to a Legacy Credit Pension also will receive an increase to their Benefit Credit Pension due to the Legacy Floor.

F. Death and Disability Benefits

The Plan offers death benefits to widows and surviving children of Vested Inactive Players who die before their Benefit Credit Annuity Starting Date. The Plan also provides death benefits to widows of Legacy Eligible Vested Inactive Players who die before their Legacy Credit Annuity Starting Date. The amount depends upon the Player's credited seasons, marital status and other factors as specified in the Plan document.

The Plan offers total and permanent disability and line-of-duty disability benefits to Active and Vested Inactive Players under conditions and in amounts specified in the Plan document.

G. Distributions

Players may elect to receive their retirement benefits at Normal Retirement, Early Retirement, or Deferred Retirement. In some cases, a Player may also be eligible to receive an Early Payment Benefit before he retires.

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Notes to Financial Statements
March 31, 2013 and 2012

1. DESCRIPTION OF THE PLAN (Continued)

G. Distributions (continued)

The Benefit Credit Pension and Legacy Credit Pension are paid in the form of a Life Only Pension if the Player is single, as a reduced benefit, and in the form of a Qualified Joint and Survivor Annuity if the Player is married, unless the Player chooses an optional form of payment and a spousal waiver, if applicable, is signed. Optional forms of payment include the following, although not every option is available for the Legacy Credit Pension: Life Only Pension, Qualified Joint and Survivor Annuity, Qualified Optional Joint and Survivor Annuity, Life Only Pension with Social Security Adjustment, Life and Contingent Annuitant Pension, and Life and 10-Year Certain Pension.

H. Plan Amendment or Termination

The Plan may be amended or terminated in accordance with the Plan document, governing CBA between the NFLPA and the NFL Management Council, and ERISA.

2. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

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

B. 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 as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

C. 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. The Plan's Retirement Board (through the Plan's custodian and the Plan's investment consultant and advisors) determines the Plan's valuation policies utilizing information provided by its investment managers and custodian.

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Notes to Financial Statements
March 31, 2013 and 2012

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (continued)

investment consultants and custodians. See note 10 for a discussion of fair value measurements. Purchases and sales of securities are recorded on the trade date. Realized gains or losses resulting from sales or disposals of securities are determined based on the average cost method of securities sold. Dividend income is recognized on the ex-dividend date. Interest income is recognized on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

D. Payment of Benefits

Benefit payments to participants are recorded upon distribution.

E. Administrative Expenses

The Plan's expenses are paid by the Plan as provided by the Plan document. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation of fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

F. Pension Benefit Guaranty Corporation Guarantee

The Pension Benefit Guaranty Corporation guarantees pension benefits payable at normal retirement age and some early retirement benefits. The maximum benefit that the PBGC guarantees is set by law. Only benefits that have been earned and that cannot be forfeited are guaranteed. The PBGC's maximum guarantee, based on the Plan's benefit provisions, is \$33.75 per month times a player's Credited Seasons.

3. INCOME TAX STATUS

On July 30, 2013 the Internal Revenue Service (IRS) provided the Plan a determination letter stating that the Plan document, as amended, is qualified under Section 401(a) of the Internal Revenue Code (the Code), and the Trust is, therefore, exempt from federal income tax under Section 501(a) of the Code.

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Notes to Financial Statements
March 31, 2013 and 2012

3. INCOME TAX STATUS (Continued)

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 or Department of Labor. The Plan is subject to routine audits by taxing jurisdictions. The plan administrator believes it is no longer subject to income tax examinations for plan years prior to March 31, 2010.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of March 31, 2013, 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 Retirement Board is not aware of any course of action or series of events that have occurred that will adversely affect the Plan's qualified status at March 31, 2013.

4. PLAN AMENDMENTS

- A. During the Plan year that ended March 31, 2013 the following amendment was adopted:

The Bert Bell/Pete Rozelle NFL Player Retirement Plan, as amended and restated as of April 1, 2012 ("Plan") is hereby amended, effective April 1, 2012, unless otherwise stated, as set forth below.

1. Effective April 1, 2014, new Section 1.8A is added to read as follows:

1.8A "Child" means any natural or legally adopted child. Child does not include a child who was conceived after a Player's death, such as through in-vitro fertilization.

2. Section 1.12 is amended by deleting the word "multiple" and inserting the word "mutual" in its place.

3. Section 1.47 (j) is amended in its entirety to read as follows:

(j) Notwithstanding the foregoing, effective April 1, 2012, a Player who first earns an Hour of Service during or after the 2012 Plan Year, and does not have three Credited Seasons, will not be a Vested Player

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Notes to Financial Statements
March 31, 2013 and 2012

4. PLAN AMENDMENTS (Continued)

(only for the purpose of applying Article 4 or Section 7.3, and not for any other purpose) until he has earned five Years of Service.

4. New Section 4.1 4 is added to read as follows:

4.14 Enhanced Benefits for Legacy Survivors

- (a) A surviving spouse, contingent annuitant, or beneficiary is a "Legacy Survivor" for purposes of this Section 4.14 if both of the following conditions are met:
 - (1) The surviving spouse, contingent annuitant, or beneficiary was receiving benefits on August 1, 2011 under Section 4.4(b)(2), (3), (5), or (6) pursuant to the election of a Player who died prior to August 4, 2011; and
 - (2) The deceased Player would have qualified for a Legacy Credit Pension under Article 4A had he survived to August 4, 2011.
 - (b) For each month on and after August 1, 2011 in which a Legacy Survivor receives a benefit under Section 4.4(b)(2), (3), (5), or (6), that benefit will be calculated by adding to the Player's Benefit Credits any and all Legacy Credits to which the Player would have been entitled had he been alive on August 4, 2011.
5. The last sentence of Section 4A.3 is amended to read as follows: Notwithstanding the foregoing, a Legacy Eligible Player with a Prior Benefit Credit Pension may elect prior to January 31, 2013 to commence his Legacy Credit Pension retroactive to August 1, 2011.
6. Section 6.1 is amended in its entirety to read as follows:
- 6.1 Line-of-Duty Disability Benefits.** Effective for applications received by the Retirement Board on or after September 1, 2011, any Player who is not an Active Player and who incurs a "substantial disablement" (as defined in Section 6.4(a) and (b)) "arising out of League football activities" (as defined in Section 6.4(c)) will receive a monthly line-of-duty disability benefit equal to the greater of (a) the sum of the Player's Total Credits and (b) \$2,000 (which \$2,000 amount will

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4. PLAN AMENDMENTS (Continued)

be increased in \$500 increments effective January 1 of 2013, 2015, 2017, 2019, and 2021). The benefit will be payable monthly, beginning as of the first day of the month following the date the disability qualifies as a substantial disablement, and continuing for the duration of such substantial disablement but not for longer than ninety months. The monthly line-of-duty disability benefit for applications received by the Retirement Board before September 1, 2011 will be determined in accordance with prior versions of the Plan.

7. Section 6.4(b) is amended to read as follows:

(b) A disability will be deemed to be "permanent" if it has persisted or is expected to persist for at least twelve months from the date of its occurrence, excluding any reasonably possible recovery period.

8. Section 7.2 is amended to delete "For Players who died prior to August 1, 2011, Benefit Credits will be substituted for Total Credits in the prior sentence," and insert in lieu thereof: "For a Player who died prior to August 4, 2011 and who had a surviving spouse alive on August 4, 2011, and effective for months beginning on and after August 1, 2011, the term Total Credits includes any and all Legacy Credits to which the Player would have been entitled had he been alive on August 4, 2011."

9. Section 7.2 is amended to delete the last sentence thereof.

10. Section 7.3(a) is amended to add the following sentences to the end thereof:

For a Player who died prior to August 4, 2011, and effective for months beginning on and after August 1, 2011, his surviving Spouse's benefit under this Section will be calculated by including any and all Legacy Credits to which the Player would have been entitled had he been alive on August 4, 2011.

11. Section 8.2(d) is amended to add the following phrase ", including benefits" after the word "Plan."

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4. PLAN AMENDMENTS (Continued)

12. Section 8.3(a) is amended to add the following two sentences to the end of the subsection:

If there is a question as to whether the Medical Advisory Physician properly applied the terms of the Plan, such as with respect to the standards for line-of-duty disability benefits, the Retirement Board will have the right and duty to bring such questions to the attention of the Medical Advisory Physician. After all such questions have been addressed, the ultimate decision of the Medical Advisory Physician will be final and binding.

13. The first sentence of Section 8.3(d) is amended to read as follows:

For benefit disputes arising under Section 8.3(b) above, any arbitrator selected to resolve a dispute must base his or her decision solely on the administrative record that was before the Retirement Board, as may be supplemented by records that were in existence prior to the date the dispute is referred to the arbitrator.

14. The second sentence of Section 8.4(c) is amended to read as follows:

A member of the Disability Initial Claims Committee may resign by notice to the Vice-Chairman of the Retirement Board.

15. The first sentence of Section 11.1 (a) is amended to read as follows:

The Retirement Board may designate, by action of at least four members, a board-certified physician as the Plan's Medical Director.

16. The second sentence of Section 11.3(b) is amended to read as follows:

The Neutral Physician will complete such form or forms as may be approved by the Retirement Board for this purpose.

17. Section 11.3(b) is amended to delete the last sentence thereof.

- B. During the Plan year that ended March 31, 2012, the following amendment was adopted:

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4. PLAN AMENDMENTS (Continued)

The Plan was amended and restated effective as of April 1, 2012 to implement the changes required by the 2011 CBA, and to comply with applicable law. Some of the most important of these amendments are described below. Participants should refer to the Plan document for more complete information.

- A. The amount of monthly Benefit Credit Pension that Players earn for each year in the NFL was increased beginning in 2012, and will be increased again in both 2015 and 2018.
- B. A new Legacy Credit Pension is provided for certain Vested Players with Credited Seasons prior to 1993.
- C. The prior Benefit Credit Pension of certain Vested Players with Credited Seasons prior to 1993 is increased to be at least \$600 a month.
- D. The survivor benefits paid to certain widows and other beneficiaries of deceased Players with Credited Seasons prior to 1993 were generally increased.
- E. Total and permanent disability benefits changes include:
 - i. Two new categories, Inactive A and Inactive B, have replaced the prior Football Degenerative and Inactive categories.
 - ii. Some disability benefits increased in 2011 and will be further increased in 2016.
 - iii. Players who received an award of Social Security disability benefits before they reached age 55 and who have elected to receive their retirement benefits can now qualify for total and permanent disability benefits.
 - iv. Players who earn up to \$30,000 in income can still receive total and permanent disability benefits.
 - v. Total and permanent disability benefits paid after a Player reaches age 55 will be reduced by the amount of his Life Only Pension at age 55. Such Player may elect to begin his retirement benefits at that time, or at a later date. Line-of-duty benefit minimum amounts have increased for new line-of-duty applications.

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5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions based upon the Credited Seasons Players earned through the valuation date. Accumulated plan benefits include benefits expected to be paid to: (a) retired and Vested Inactive Players or their beneficiaries, (b) beneficiaries of Players who have died, and (c) present Players or their beneficiaries. Benefits payable under all circumstances (retirement, death and disability) are included to the extent they are deemed attributable to service rendered to the valuation date.

The actuarial present value of accumulated plan benefits was calculated by the Plan's enrolled actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of April 1, 2012 and 2011 is as follows:

Actuarial present value of accumulated plan benefits	<u>2012</u>	<u>2011</u>
Vested benefits		
Participants currently receiving payments	\$ 1,162,344,039	\$ 855,054,696
Other participants	<u>1,451,527,186</u>	<u>1,111,510,106</u>
	2,613,871,225	1,966,564,802
Nonvested benefits	<u>111,049,974</u>	<u>132,688,891</u>
Total	<u>\$2,724,921,199</u>	<u>\$2,099,253,693</u>

The changes in accumulated plan benefit information for the years ended March 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Value of benefits accumulated and changes in data	\$ 6,134,045	\$ 128,221,990
Increase due to passage of time	147,337,531	115,783,460
Less benefits paid	(134,023,771)	(108,192,868)
Plan amendments	606,219,701	-
Changes in actuarial assumptions	<u>-</u>	<u>312,331,435</u>
Total	<u>\$625,667,506</u>	<u>\$ 448,144,017</u>

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**5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS
(Continued)**

Significant assumptions underlying the actuarial computations as of April 1, 2012 and 2011 are as follow:

Assumed rate of return on investments		7.25%
Mortality basis	RP-2000 Table projected to 2020	
Player Turnover	1 year of service –	19.5%
	2 years of service –	11.0%
	3 years of service –	16.5%
	4 years of service –	15.8%
	5 years of service –	17.4%
	6 years of service –	18.4%
	7 years of service –	19.9%
	8 years of service –	21.4%
	9 years of service –	24.6%
	10 years of service –	26.2%
	11 years of service –	28.2%
	12 years of service –	30.5%
	13 years of service –	35.6%
	14 years of service –	37.2%
	15 years of service –	42.5%
	16 years of service –	55.8%
	17 years of service –	68.7%
	18 years of service –	78.6%
	19 years of service –	90.6%
	20 years of service –	100.0%
Actuarial Cost Method	Unit credit cost method	

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5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS
(Continued)

<u>Retirement Age</u>	<u>Player with Pre-93 Season Rate</u>	<u>Player without Pre-93 Season Rate</u>
45	15%	0%
46 – 49	3%	0%
50 – 54	2%	0%
55	25%	50%
56 – 59	5%	5%
60	10%	10%
61	5%	5%
62 – 63	10%	10%
64	25%	25%
65	100%	100%

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors, might be applicable in determining the actuarial present value of accumulated Plan benefits. The computations of the actuarial present value of accumulated plan benefits were made as of April 1, 2012 and 2011. Had the valuations been performed as of March 31, 2013 and 2012 there would be no material differences.

6. PLAN TERMINATION

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- A. Annuity benefits that former players or their beneficiaries have been receiving for at least three years, or that players eligible to retire in that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- B. Other vested benefits insured by the PBGC (a U.S. government agency) up to the applicable limitations.
- C. All other vested benefits (that is, vested benefits not insured by the PBGC).

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6. PLAN TERMINATION (Continued)

D. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

7. RISKS AND UNCERTAINTIES

The Plan provides for investments in various investment securities that are exposed to certain risks such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, changes in value of investment securities could occur in the near term and these changes could materially affect the amounts reported in the statement of net assets available for benefits.

8. RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

The Bank of New York Mellon is the Trustee of the Plan and provides investment custody service to the Plan. Fees paid to The Bank of New York Mellon for these services for the years ended March 31, 2013 and 2012 were \$260,682 and \$301,536, respectively. As described in Note 2, the Plan paid certain other expenses related to plan operations and investment activity to various service providers. These transactions are party in interest transactions under ERISA.

9. INVESTMENTS

The Trustee and custodian of the Plan's securities is The Bank of New York Mellon. Investment advisory agreements are currently in force with various investment managers.

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9. INVESTMENTS (Continued)

The Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in value during years ended March 31, 2013 and 2012, as follows:

	<u>2013</u>	<u>2012</u>
Interest bearing cash	\$ 135,732	\$ -
Common stocks	9,184,893	3,852,098
Preferred stocks	(1,809)	(144,610)
Corporate debt	932,040	200,168
U.S. government securities	53,581	1,681,349
Common/collective trusts	45,110,743	-
Registered investment companies	19,376,006	-
Real estate	2,859,566	-
Other investments	<u>12,240,052</u>	<u>9,943,466</u>
Total	<u>\$89,890,836</u>	<u>\$15,532,470</u>

The investments that represent more than 5% of the plan's net assets as of March 31, 2013 and 2012, respectively are as follows:

	<u>2013</u>	<u>2012</u>
PIMCO Diversified Income Fund	\$ 100,861,008	\$ -
EB Temp Inv Fund	81,449,801	-
EB DV Global Alpha I Fund	75,861,066	-
BNY Mellon Cash Reserve	-	173,007,138

10. FAIR VALUE MEASUREMENTS

ASC 820-10-50-2, formerly Financial Accounting Standards Board No. 157, *Fair Value Measurements* (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10-50-2 are described below:

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

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10. FAIR VALUE MEASUREMENTS (Continued)

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 liabilities;
- Inputs that are derived principally from or corroborate by observable market data by correlation or other means.

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of March 31, 2013.

Cash: Valued at the closing price reported on the active market on which cash is traded.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market in which the individual securities are traded.

Mutual funds: Valued at the net assets value ("NAV") of shares held by the plan at year end.

Treasury Prime Cash: Value at the closing price reported on the active market on which the securities are traded.

Guaranteed investment contract: Valued at the relative fair value of the underlying market value of investments in the contract.

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10. FAIR VALUE MEASUREMENTS (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realized 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 to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

There is no formal policy for transfers among or between levels, however, if they do, the Plan's advisors will discuss and determine if a change is actually required.

The Plan does not own mortgage directly, however the Plan may have exposure to mortgage via CMO and asset backed mortgage securities.

The following tables, set forth by level, within fair value hierarchy, the Plan's assets at fair value as of March 31, 2013 and 2012.

Assets at Fair Value as of March 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Fair Value</u>
Interest bearing cash	\$ -	\$ 4,892,057	\$ -	\$ 4,892,057
Common stock	100,600,440	-	6,990,755	107,591,195
Corporate debt	-	18,653,709	-	18,653,709
U.S. government securities	6,646,968	18,469,356	-	25,116,324
Common/collective trust	-	-	714,438,013	714,438,013
Registered investment companies	319,878,239	-	-	319,878,239
Real estate	-	-	57,588,466	57,588,466
Other investments	(22,590)	1,833,873	198,512,391	200,323,674
Total Assets	<u>\$427,103,057</u>	<u>\$ 43,848,995</u>	<u>\$977,529,625</u>	<u>\$1,448,481,677</u>

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10. FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of March 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Fair Value</u>
Interest bearing cash	\$ -	\$173,046,336	\$ -	\$ 173,046,336
Common stock	14,281,217	-	1,816,608	143,997,825
Corporate debt	-	18,395,789	-	18,395,789
U.S. government securities	5,336,974	22,416,243	-	27,753,217
Common/collective trust	-	-	551,409,235	551,409,235
Registered investment companies	254,543,964	-	-	254,543,964
Real estate	-	-	57,480,543	57,480,543
Other investments	<u>127,996,955</u>	<u>8,454,100</u>	<u>156,630,672</u>	<u>165,181,727</u>
Total Assets	<u>\$ 402,159,110</u>	<u>\$ 222,312,468</u>	<u>\$ 767,337,058</u>	<u>\$1,391,808,636</u>

Transfers between 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 end of the reporting period.

There were no transfers of assets between level 1 and 2 classifications for the year ended March 31, 2013 and March 31, 2012. There was a transfer from Level 2 into Level 3 for \$64,419,206 in FY 2012. These funds were used to purchase additional investments.

Changes in Fair Value of Level 3 Assets and Related Gains and Losses

Plan investment managers are required to establish and adhere to formal fair value methodologies. Significant changes in valuation methodologies are reviewed by the investment managers' independent auditors and by the Plan's investment advisors.

The following tables present a summary of changes in the fair value of the Plan's level 3 assets for the years ended March 31, 2013 and 2012:

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10. FAIR VALUE MEASUREMENTS (Continued)

	2013 Level 3 Investments					Total
	Common Stock	Common/ Collective Trust	103-12 Investment Entities	Partnership/ Joint Venture Interest	Real Estate	
Fair Value at March 31, 2012	\$ 1,816,608	\$ 551,409,235	\$ 4,855,661	\$ 151,775,010	\$ 57,480,543	\$ 767,337,057
Net Realized gains	80,495	22,680,59	290,633	1,783,194	-	24,525,423
Net Change in unrealized gains/(losses)	(53,633)	22,430,144	239,375	10,012,830	2,859,566	30,652,702
Purchases	6,245,672	861,603,235	-	37,365,116	-	853,705,921
Sales	(1,098,387)	(743,685,200)	(800,630)	(7,008,798)	(2,751,643)	(750,998,431)
Fair Value at March 31, 2013	<u>\$ 6,990,755</u>	<u>\$ 714,438,013</u>	<u>\$ 4,585,039</u>	<u>\$ 193,927,532</u>	<u>\$ 57,588,466</u>	<u>\$ 977,529,624</u>

The amount of total gains or losses for the period ended March 31, 2013 included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date are as follows:

	Common/ Collective Trust	103-12 Investment Entities	Partnership/ Joint Venture Interest	Real Estate	Total
Common Stock					
<u>\$ (20,732)</u>	<u>\$42,565,953</u>	<u>\$477,225</u>	<u>\$10,330,141</u>	<u>\$3,662,877</u>	<u>\$56,015,464</u>

	2012 Level 3 Investments					Total
	Common Stock	Common/ Collective Trust	103-12 Investment Entities	Partnership/ Joint Venture Interest	Real Estate	
Fair Value at March 31, 2011	\$ 565,253	\$ 728,096,041	\$ 4,350,240	\$ 60,614,168	\$ 54,531,765	\$ 848,157,467
Transfer in	-	-	-	64,419,206	-	64,419,206
Net Realized gains	-	21,435,254	109,880	1,300,887	-	22,844,201
Net change in unrealized gains/(losses)	87,879	(13,992,284)	75,681	(4,097,669)	1,782,990	(16,143,433)
Purchases	1,352,375	383,343,640	640,000	33,084,374	2,160,817	420,581,206
Sales	(188,899)	(567,471,416)	(320,140)	(3,545,925)	(995,029)	(572,521,409)
Fair Value at March 31, 2012	<u>\$ 1,816,608</u>	<u>\$ 551,409,235</u>	<u>\$ 4,855,661</u>	<u>\$ 151,775,011</u>	<u>\$ 57,480,543</u>	<u>\$ 767,337,058</u>

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10. FAIR VALUE MEASUREMENTS (Continued)

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date are as follows:

<u>Common Stock</u>	<u>Common/ Collective Trust</u>	<u>103-12 Investment Entities</u>	<u>Partnership/ Joint Venture Interest</u>	<u>Real Estate</u>	<u>Total</u>
<u>\$ 87,879</u>	<u>\$ 14,416,144</u>	<u>\$ 181,691</u>	<u>\$ (3,601,159)</u>	<u>\$2,300,689</u>	<u>\$ 13,385,244</u>

Total gains and losses (realized and unrealized) for the years ended March 31, 2013 and 2012 are reported in net appreciation in fair value of investments in the statements of changes in net assets available for benefits.

Fair Value of Investments that Calculate Net Asset Value

The following table summarizes investments measured at fair value based on net asset value (NAVs) per share as of March 31, 2013 and 2012, respectively.

<u>March 31, 2013</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Common/Collective Trust (See (a) below)	\$578,963,471	-	Varies	Varies between one and ninety days
Other Investments (See (b) below)	\$68,746,153	-	Varies	Varies between three and ten days

- (a) The objective of these investments is to diversify the Plan's portfolio and reduce volatility. Types of investments in the Common/Collective Trust category include collective trust funds, emerging debt commingled funds, emerging markets equity commingled funds, and US equity commingled funds. Collective trust funds have a daily redemption frequency with a redemption notice of one day before for settlement four days later.

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10. FAIR VALUE MEASUREMENTS (Continued)

Emerging debt commingled funds have a monthly redemption frequency with a redemption notice of ten days. Emerging debt commingled funds have a daily redemption frequency with a seven day redemption notice. There are two types of investments under US equity commingled funds: one which may be redeemed bimonthly with a thirty day redemption notice period and one with a quarterly redemption frequency and a ninety day redemption notice period.

- (b) The objective of these investments is to diversify the Plan's portfolio and reduce volatility. Types of investments in the Other Investments Fund include a 103-12 Investment Entity with a daily redemption frequency and a three day redemption notice period and a hedge fund with a monthly redemption frequency and a ten day redemption notice period.

<u>March 31, 2012</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Common/Collective Trust (See (c) below)	\$491,247,278	-	Varies	Varies between one and ninety days
Other Investments (See (d) below)	\$ 64,037,494	-	Varies	Varies between three and ten days

- (c) The objective of these investments is to diversify the Plan's portfolio and reduce volatility. Types of investments include US debt commingled funds, emerging debt commingled funds, international commingled funds, US equity commingled funds, and collective trust funds. The commingled funds have redemption frequencies ranging from daily to quarterly and redemption notice periods ranging from four days to ninety days. The collective trust funds have daily redemption frequencies and a redemption notice of one day before for settlement four days later.

- (d) The objective of these investments is to diversify the Plan's portfolio and reduce volatility. Types of investments in the Other Investments Fund include a 103-12 Investment Entity with a daily redemption frequency and a three day redemption notice period and a hedge fund with a monthly redemption frequency and a ten day redemption notice period.

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11. DERIVATIVE INSTRUMENTS

The Plan may enter into futures contracts and options to hedge the portfolio, manage risk, and adjust exposure along the yield curve. Specifically, futures positions are utilized to shift the portfolio's duration to its target or adjust the exposure to specific parts of the yield curve and options positions are utilized to hedge against the portfolio's exposure to interest rate volatility. The portfolio's guidelines do not permit swaps of any kind. As of March 31, 2013 the portfolio's derivative exposure consisted of eight futures positions and seven options positions.

The Plan has one separate account manager which holds 3.5% of Plan assets that uses derivatives. The Plan does not have direct exposure to any other derivatives except exposure gained through commingled funds. As a result, derivatives are not being used to hedge Plan operations in any way.

12. RECEIVABLES FROM OTHER PLANS

The Plan provided certain administrative services to other plans and incurred reimbursable expenses in connection with the provision of these services, as follows:

	<u>2013</u>	<u>2012</u>
NFL Player Tax Qualified Annuity Plan	\$ 124,115	\$ 76,465
NFL Player Annuity Program	225,050	254,394
NFL Player Annuity & Insurance Company	272	78,926
NFL Player Second Career Savings Plan	390,737	415,264
NFL Player Supplemental Disability Plan	66,846	136,299
88 Plan	86,440	170,724
Gene Upshaw NFL Player Health Reimbursement Account Plan	<u>62,916</u>	<u>62,417</u>
Total	<u>\$ 956,876</u>	<u>\$1,194,489</u>

These amounts are reflected as receivables on the Statements of Net Assets Available for Benefits as of March 31, 2013 and 2012 because the amounts had not yet been reimbursed from the respective benefit plans as of those dates.

13. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - UPDATE WHEN 5500 IS AVAILABLE

There were no reconciling differences, the net assets available for benefits per financial statement agree to net assets available for benefits per the Form 5500. Benefits paid to participants per the financial statement also agree to benefits paid to participants per Form 5500.

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Notes to Financial Statements
March 31, 2013 and 2012

14. RECLASSIFICATIONS

Certain amounts in the prior periods presented have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on previously reported net income.

15. SUBSEQUENT EVENTS

FASB Accounting Standards Codification ASC 855-10-50 subsequent events requires organizations to evaluate events and transactions that occur after the statement of financial position date but before the date the financial statements are available to be issued. ASC 855-10-50 requires entities to recognize in the financial statements the effect of all events or transactions that provide additional evidence of conditions that existed at the statement of financial position date, including the estimates inherent in the financial statement preparation process. Subsequent events that provide evidence about conditions that arose after the statement of financial position date should be disclosed if the financial statements would otherwise be misleading. The Plan has evaluated subsequent events through the date the financial statements were available to be issued on October 21, 2013 and determined there were not material transactions which need to be disclosed.

SCHEDULES OF INVESTMENT AND ADMINISTRATIVE EXPENSES

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Schedules of Investment and Administrative Expenses
Years Ended March 31, 2013 and 2012

	2013	2012
INVESTMENT EXPENSES		
Trustee fees	\$ 260,682	\$ 301,536
Investment management fees*	4,607,843	5,309,518
Investment advisory fees	405,623	379,056
Total Investment Expenses	<u>\$ 5,274,148</u>	<u>\$ 5,990,110</u>

ADMINISTRATIVE EXPENSES		
Actuarial, Auditing and Benefit Statement Preparation		
Aon Consulting Inc.	\$ 2,367,856	\$ 1,953,519
Abrams, Foster, Nole & Williams, P.A.	47,276	32,400
Attorney Fees		
Groom Law Group	5,011,532	4,287,470
Insurance Expense		
Pension Benefit Guaranty Corporation	111,654	103,518
Fiduciary Liability Insurance	278,107	197,580
Plan Office Expenses		
Salaries and and related expenses	1,393,620	845,290
Rent	223,974	149,989
Insurance	301,147	202,387
Retirement Board costs	159,587	70,247
Plan Office Pension Contributions	290,550	59,911
Other Plan Office expenses	1,175,980	462,477
Other		
Akin, Gump, Strauss, Hauer, & Feld	-	1,785
Sibson Consulting	5,000	434,103
Buck Consultants, LLC	-	31,467
Korn Ferry	33,264	159,849
Advanced Computer Solutions	367,507	143,109
Stephen S. Haas, M.D.	-	170,805
Mary Hibbard	3,500	41,832
Player medical and travel expenses	3,331,978	3,198,943
Printing expenses	90,296	67,610
One Point Solutions	-	42,592
PointClick Tech	48,809	21,801

BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN
Schedules of Investment and Administrative Expenses
Years Ended March 31, 2013 and 2012

	2013	2012
ADMINISTRATIVE EXPENSES (Continued)		
R2Integrated, LLC	166,242	91,780
Mercer	221,834	-
Tribulski	16,095	-
Premier Tech Solutions	540	5,963
Remote IT Solutions	78,094	-
M Systems International	470	-
All Covered	16,044	28,913
Numara Software	-	86,465
Miscellaneous expenses	195,814	64,243
Total Administrative Expenses	<u>\$ 15,936,769</u>	<u>\$ 12,956,047</u>

* Excludes certain investment management fees paid to NAV managers netted against investments

**SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES,
SCHEDULE H, PART IV, 4 (i)**



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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BERT BELL/PETE ROZELLE NFL RET 31 MARCH 2013 M1102E
OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
INTEREST-BEARING CASH					
0.1300	AUD (AUSTRALIAN DOLLARS)	0.14	0.0000	0.14	0.00
0.2300	NZD (NEW ZEALAND DOLLAR)	0.19	0.0000	0.19	0.00
713.3300	MXN (MEXICAN PESO)	55.41	0.0000	57.81	2.40
37,002.0800	EUR CURRENCY AT BROKER	48,947.37	0.0000	47,514.37	1,433.00-
24,290.8700	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	24,290.87	100.0000	24,290.87	0.00
51,335.9300	LEHMAN PROXY WAMCO - REC	256.68	0.0050	256.68	0.00
4,819,937.3200	CASH ON DEPOSIT-CUSTODIAN	4,819,937.32	1.0000	4,819,937.32	0.00
TOTAL INTEREST-BEARING CASH		4,893,487.98		4,892,057.38	1,430.60-
U. S. GOVERNMENT SECURITIES					
110,000.0000	FEDERAL HOME LN MTG CORP 5.625% 11/23/2035 DD 11/22/05	122,807.30	112.4180	123,659.80	852.50
110,000.0000	FEDERAL HOME LN BK CONS BD 5.000% 12/21/2015 DD 11/04/05	127,360.20	112.4120	123,653.20	3,707.00-
120,000.0000	FEDERAL HOME LN BK CONS BD 5.500% 07/15/2036 DD 07/17/06	150,547.20	133.9280	160,713.60	10,166.40
40,000.0000	FEDERAL HOME LN BK CONS BD 3.625% 10/18/2013 DD 09/15/08	42,004.80	101.9060	40,762.40	1,242.40-
70,000.0000	FEDERAL HOME LN BK CONS BD 1.000% 11/15/2017 DD 11/15/12	70,000.00	100.1100	70,077.00	77.00



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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OVERALL COMPOSITE 31 MARCH 2013 M1102E

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
120,000.0000	FEDERAL HOME LN MTG CORP 6.750% 03/15/2031 DD 10/25/00	172,749.60	150.3060	180,367.20	7,617.60
40,000.0000	FEDERAL HOME LN MTG CORP 1.350% 04/29/2014 DD 04/01/11	40,760.00	101.2430	40,497.20	262.80-
110,000.0000	FEDERAL NATL MTG ASSN 0.000% 10/09/2019 DD 10/09/84	85,065.20	88.6210	97,483.10	12,417.90
130,000.0000	FEDERAL NATL MTG ASSN 6.250% 05/15/2029 DD 05/15/99	176,451.60	142.0140	184,618.20	8,166.60
99,905.9900	FHLMC MULTICLASS MTG K024 X1 VAR RT 09/25/2022 DD 01/01/13	6,774.62	6.7480	6,741.66	32.96-
300,000.0000	TENNESSEE VALLEY AUTH BD 5.980% 04/01/2036 DD 04/18/96	389,811.00	137.9730	413,919.00	24,108.00
50,000.0000	TENNESSEE VALLEY AUTH BD 5.250% 09/15/2039 DD 09/15/09	59,950.00	127.5930	63,796.50	3,846.50
90,000.0000	TENNESSEE VALLEY AUTH BD 4.625% 09/15/2060 DD 09/15/10	98,227.80	113.7060	102,335.40	4,107.60
110,000.0000	TENNESSEE VALLEY AUTH BD 3.875% 02/15/2021 DD 02/08/11	122,808.40	115.9820	127,580.20	4,771.80
95,878.8000	US TREAS-CPI INFLAT 2.125% 02/15/2040 DD 02/15/10	136,492.35	140.8670	135,061.59	1,430.76-
101,902.0000	US TREAS-CPI INFLAT 0.750% 02/15/2042 DD 02/15/12	109,385.96	104.3670	106,352.06	3,033.90-
860,000.0000	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	834,441.98	92.6880	797,116.80	37,325.18-



BNY MELLON

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OVERALL COMPOSITE

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
50,000.0000	U S TREASURY BOND 3.125% 02/15/2043 DD 02/15/13	48,826.92	100.1880	50,094.00	1,267.08
40,000.0000	U S TREASURY NOTE 0.750% 10/31/2017 DD 10/31/12	40,035.19	100.2890	40,115.60	80.41
337,000.0000	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	330,443.29	98.2270	331,024.99	581.70
1,140,000.0000	U S TREASURY NOTE 2.000% 02/15/2023 DD 02/15/13	1,140,595.75	101.2660	1,154,432.40	13,836.65
1,500,000.0000	COMMIT TO PUR FNMA SF MTG 2.500% 04/01/2028 DD 04/01/13	1,554,351.56	103.7340	1,556,010.00	1,658.44
100,000.0000	COMMIT TO PUR FNMA SF MTG 2.500% 04/01/2043 DD 04/01/13	99,546.88	99.1250	99,125.00	421.88-
100,000.0000	COMMIT TO PUR FNMA SF MTG 3.000% 05/01/2043 DD 05/01/13	102,925.78	102.8590	102,859.00	66.78-
1,300,000.0000	COMMIT TO PUR FNMA SF MTG 3.500% 04/01/2043 DD 04/01/13	1,367,679.70	105.5940	1,372,722.00	5,042.30
1,000,000.0000	COMMIT TO PUR FNMA SF MTG 4.000% 04/01/2043 DD 04/01/13	1,064,859.38	106.6090	1,066,090.00	1,230.62
100,000.0000	COMMIT TO PUR GNMA SF MTG 3.500% 04/15/2043 DD 04/01/13	106,875.00	107.5630	107,563.00	688.00
100,000.0000	COMMIT TO PUR GNMA SF MTG 4.000% 04/15/2043 DD 04/01/13	108,500.00	108.9880	108,988.00	488.00
210,758.6300	FHLMC POOL #A7-4793 5.000% 03/01/2038 DD 03/01/08	227,168.25	107.5580	226,687.77	480.48-



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
473,139.0520	FHLMC POOL #G0-2427 5.500% 12/01/2036 DD 11/01/06	514,286.95	108.1322	511,615.68	2,671.27-
17,609.4750	FHLMC POOL #G0-4222 5.500% 04/01/2038 DD 04/01/08	19,136.53	108.1245	19,040.17	96.36-
115,344.4370	FHLMC POOL #G0-6172 5.500% 12/01/2038 DD 11/01/10	125,544.38	108.3040	124,922.64	621.74-
257,627.2160	FHLMC POOL #G0-6409 6.000% 11/01/2039 DD 04/01/11	285,224.21	109.6450	282,475.36	2,748.85-
56,765.8070	FHLMC POOL #G0-6669 6.500% 09/01/2039 DD 08/01/11	63,993.28	113.6290	64,502.42	509.14
82,688.5000	FHLMC POOL #G0-7117 6.000% 10/01/2036 DD 09/01/12	94,109.85	111.6790	92,345.69	1,764.16-
21,392.0700	FHLMC POOL #1N-1447 VAR RT 02/01/2037 DD 04/01/07	22,545.16	105.5800	22,585.75	40.59
50,451.7500	FHLMC POOL #1N-1463 VAR RT 05/01/2037 DD 05/01/07	52,936.03	105.6750	53,314.89	378.86
51,473.9300	FHLMC POOL #1N-1582 VAR RT 05/01/2037 DD 06/01/07	54,179.46	105.2360	54,169.10	10.36-
21,257.7590	FHLMC POOL #A3-9304 5.500% 11/01/2035 DD 11/01/05	23,197.57	108.9290	23,155.86	41.71-
98,814.1940	FHLMC POOL #U6-1703 3.500% 10/01/2042 DD 11/01/12	107,645.72	106.0380	104,780.60	2,865.12-
74,571.3270	FHLMC POOL #U6-1745 3.500% 11/01/2042 DD 11/01/12	81,259.44	106.0380	79,073.94	2,185.50-



BNY MELLON

TRDNFL NFLGCALL1000 5500

FINAL

120913

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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NFL GCALL10
BERT BELL/PETE ROZELLE NFL RET
OVERALL COMPOSITE

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
100,000.0000	FHLMC POOL #U6-2476 3.500% 04/01/2043 DD 04/01/13	105,468.75	105.4687	105,468.75	0.00
99,060.6100	FHLMC POOL #U9-0155 4.000% 09/01/2042 DD 09/01/12	106,041.31	109.6830	108,652.65	2,611.34
99,246.4900	FHLMC POOL #U9-0316 4.000% 10/01/2042 DD 10/01/12	110,628.82	109.6830	108,856.53	1,772.29-
99,371.3980	FHLMC POOL #U9-0503 3.500% 11/01/2042 DD 11/01/12	105,388.03	105.9750	105,308.84	79.19-
99,683.5140	FHLMC POOL #U9-0772 3.500% 01/01/2043 DD 01/01/13	105,664.52	105.9750	105,639.60	24.92-
98,530.2000	FNMA GTD REMIC P/T 12-133 CS VAR RT 12/25/2042 DD 11/25/12	26,603.15	27.0490	26,651.43	48.28
98,847.4910	FNMA GTD REMIC P/T 12-133 GS VAR RT 12/25/2042 DD 11/25/12	25,700.35	25.6000	25,304.96	395.39-
300,000.0000	FNMA GTD REMIC P/T 13-9 BC 6.500% 07/25/2042 DD 01/01/13	362,390.63	119.5370	358,611.00	3,779.63-
200,000.0000	FNMA GTD REMIC P/T 13-9 CB 5.500% 04/25/2042 DD 01/01/13	230,593.75	115.5210	231,042.00	448.25
175,098.2760	FNMA GTD REMIC P/T 11-87 SJ VAR RT 09/25/2041 DD 08/25/11	31,913.46	14.4960	25,382.25	6,531.21-
152,588.5500	FNMA GTD REMIC P/T 11-90 QI 5.000% 05/25/2034 DD 08/01/11	23,007.49	13.8410	21,119.78	1,887.71-
72,713.6000	FNMA GTD REMIC P/T 11-96 BS VAR RT 05/25/2041 DD 09/25/11	16,042.44	14.5050	10,547.11	5,495.33-



BNY MELLON

TRDNFL NFLCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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BERT BELL/PETE ROZELLE NFL RET
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
286,537.7000	FNMA GTD REMIC P/T 11-96 SA VAR RT 10/25/2041 DD 09/25/11	47,662.63	18.6070	53,316.07	5,653.44
97,496.5500	FNMA GTD REMIC P/T 12-28 B 6.500% 06/25/2039 DD 02/01/12	110,768.75	112.0110	109,206.86	1,561.89-
178,429.2700	FNMA GTD REMIC P/T 12-17 WS VAR RT 07/25/2039 DD 02/25/12	40,090.83	22.0770	39,391.83	699.00-
83,249.2200	FNMA GTD REMIC P/T 12-16 ST VAR RT 03/25/2042 DD 02/25/12	18,132.72	18.6570	15,531.81	2,600.91-
198,614.2700	FNMA GTD REMIC P/T 12-46 BA 6.000% 05/25/2042 DD 04/01/12	227,971.94	109.9950	218,465.77	9,506.17-
176,407.1600	FNMA GTD REMIC P/T 12-51 B 7.000% 05/25/2042 DD 04/01/12	210,654.95	113.7560	200,673.73	9,981.22-
96,078.4300	FNMA GTD REMIC P/T 12-63 DS VAR RT 03/25/2039 DD 05/25/12	22,698.51	23.1770	22,268.10	430.41-
100,000.0000	FNMA GTD REMIC P/T 12-74 SA VAR RT 03/25/2042 DD 06/25/12	21,875.00	19.0140	19,014.00	2,861.00-
94,256.1000	FNMA GTD REMIC P/T 12-70 YS VAR RT 02/25/2041 DD 06/25/12	22,150.19	23.7480	22,383.94	233.75
469,617.7800	FNMA GTD REMIC P/T 12-101 AI 3.000% 06/25/2027 DD 08/01/12	62,811.38	12.4700	58,561.34	4,250.04-
167,161.8500	FNMA GTD REMIC P/T 409 C2 3.000% 04/25/2027 DD 06/01/12	18,074.37	9.8290	16,430.34	1,644.03-
75,044.9100	FNMA POOL # 3.500% 11/25/2041 DD 06/01/12	12,710.74	9.9420	7,460.96	5,249.78-



BNY MELLON

TRDNFL NFLGCALL1000 5500

FINAL

120913

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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NFL GCALL10
BERT BELL/PETE ROZELLE NFL RET
OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
154,664.6000	FNMA GTD REMIC P/T 409 C18 4.000% 04/25/2042 DD 06/01/12	27,066.30	12.9580	20,041.44	7,024.86-
70,328.4700	FNMA GTD REMIC P/T 409 C22 4.500% 11/25/2039 DD 06/01/12	8,791.06	11.2790	7,932.35	858.71-
924,596.1300	FHLMC MULTICLASS MTG K702 X1 VAR RT 02/25/2018 DD 06/01/11	69,992.60	6.5680	60,727.47	9,265.13-
287,926.0900	FHLMC MULTICLASS MTG K703 X1 VAR RT 05/25/2018 DD 09/01/11	30,101.96	9.3020	26,782.88	3,319.08-
373,941.3320	FHLMC MULTICLASS MTG 3947 SG VAR RT 10/15/2041 DD 10/15/11	92,550.48	24.1560	90,329.27	2,221.21-
154,671.4400	FHLMC MULTICLASS MTG K016 X1 VAR RT 10/25/2021 DD 12/01/11	17,530.51	10.8100	16,719.98	810.53-
274,555.7410	FHLMC MULTICLASS MTG 3997 SK VAR RT 11/15/2041 DD 02/15/12	63,834.21	23.3420	64,086.80	252.59
118,868.3300	FHLMC MULTICLASS MTG K017 X1 VAR RT 12/25/2021 DD 03/01/12	12,181.58	9.8660	11,727.55	454.03-
190,420.0140	FHLMC MULTICLASS MTG 4057 BS VAR RT 09/15/2039 DD 06/15/12	45,462.78	21.9460	41,789.58	3,673.20-
96,289.3340	FHLMC MULTICLASS MTG 4057 SA VAR RT 04/15/2039 DD 06/15/12	20,521.66	22.5600	21,722.87	1,201.21
929,058.9500	FHLMC MULTICLASS MTG 4092 AIO 3.000% 09/15/2031 DD 08/01/12	122,519.65	11.0320	102,493.78	20,025.87-
129,775.8000	FHLMC MULTICLASS MTG K021 X1 VAR RT 06/25/2022 DD 11/01/12	14,569.55	11.0490	14,338.93	230.62-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
97.693.0360	FHLMC MULTICLASS MTG 4116 AS VAR RT 10/15/2042 DD 10/15/12	24,911.72	25.5240	24,935.17	23.45
272.513.3540	FHLMC MULTICLASS MTG K008 X1 VAR RT 06/25/2020 DD 09/01/10	27,191.32	9.2330	25,161.16	2,030.16-
213.922.7100	FHLMC MULTICLASS MTG K009 X1 VAR RT 08/25/2020 DD 11/01/10	18,786.63	8.0990	17,325.60	1,461.03-
187,797.5320	FNMA POOL #0AJ5304 4.000% 11/01/2041 DD 11/01/11	198,117.84	106.6910	200,363.06	2,245.22
423,444.5880	FNMA POOL #0AL0215 4.500% 04/01/2041 DD 04/01/11	454,652.52	109.5070	463,701.46	9,048.94
733,123.2050	FNMA POOL #0AL2688 6.000% 10/01/2040 DD 11/01/12	813,308.56	109.6680	804,001.56	9,307.00-
3,329.6690	FNMA POOL #0AL3192 5.000% 05/01/2042 DD 03/01/13	3,683.45	109.8395	3,657.29	26.16-
100,000.0000	FNMA POOL #0AL3414 4.500% 09/01/2041 DD 03/01/13	108,875.00	107.8822	107,882.30	992.70-
200,000.0000	FNMA POOL #0AL3429 4.500% 06/01/2041 DD 03/01/13	217,750.00	107.8822	215,764.59	1,985.41-
199,840.1200	FNMA POOL #0AJ7689 4.000% 12/01/2041 DD 12/01/11	209,756.15	106.6910	213,211.42	3,455.27
189,926.5120	FNMA POOL #0AO4143 4.000% 06/01/2042 DD 06/01/12	205,714.15	107.0810	203,375.21	2,338.94-
98,158.0300	FNMA POOL #0AP9633 2.500% 10/01/2042 DD 10/01/12	100,159.47	98.9710	97,147.98	3,011.49-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
99,412.5880	FNMA POOL #0AQ5369 3.500% 12/01/2042 DD 11/01/12	108,499.53	106.2250	105,601.02	2,898.51-
99,455.5800	FNMA POOL #0AQ7083 3.500% 12/01/2042 DD 12/01/12	108,499.82	106.2250	105,646.69	2,853.13-
97,689.9740	FNMA POOL #0AP0549 4.000% 07/01/2042 DD 07/01/12	107,443.72	109.5810	107,049.65	394.07-
98,319.9300	FNMA POOL #0AP4710 3.500% 08/01/2042 DD 08/01/12	105,755.37	105.8500	104,071.65	1,683.72-
194,907.2420	FNMA POOL #0AP4781 3.000% 09/01/2042 DD 09/01/12	204,469.88	103.3610	201,458.07	3,011.81-
150,527.9220	FHLMC MULTICLASS MTG R007 ZA 6.000% 05/15/2036 DD 05/01/06	173,919.29	112.1090	168,755.35	5,163.94-
56,033.1400	FNMA GTD REMIC P/T 07-105 SM VAR RT 11/25/2037 DD 10/25/07	9,280.49	15.3880	8,622.38	658.11-
57,603.7500	FNMA GTD REMIC P/T 10-150 SN VAR RT 01/25/2041 DD 12/25/10	9,513.62	13.9130	8,014.41	1,499.21-
114,193.6600	FHLMC MULTICLASS MTG 3451 SB VAR RT 05/15/2038 DD 05/15/08	13,132.27	10.3560	11,825.90	1,306.37-
110,079.2200	FNMA GTD REMIC P/T 11-59 NZ 5.500% 07/25/2041 DD 06/01/11	128,290.51	120.2460	132,365.86	4,075.35
75,883.1200	FNMA GTD REMIC P/T 09-101 NS VAR RT 12/25/2039 DD 11/25/09	9,343.11	13.5340	10,270.02	926.91
92,986.3700	FNMA GTD REMIC P/T 10-118 YB VAR RT 10/25/2040 DD 09/25/10	12,783.72	12.9760	12,065.91	717.81-



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BERT BELL/PETE ROZELLE NFL RET 31 MARCH 2013 M1102E
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
205,232.4430	FNMA GTD REMIC P/T 10-27 SG VAR RT 04/25/2040 DD 03/25/10	19,988.79	9.9030	20,324.17	335.38
551,335.6420	FHLMC MULTICLASS MTG K007 X1 VAR RT 04/25/2020 DD 06/01/10	39,729.18	6.5760	36,255.83	3,473.35-
88,912.1050	FNMA GTD REMIC P/T 10-142 SM VAR RT 12/25/2040 DD 11/25/10	12,823.84	14.5710	12,955.38	131.54
619,399.2300	FHLMC MULTICLASS MTG K006 AX1 VAR RT 01/25/2020 DD 04/01/10	39,207.90	5.8220	36,061.42	3,146.48-
83,574.7800	FHLMC MULTICLASS MTG 3621 SB VAR RT 01/15/2040 DD 01/15/10	12,849.63	14.6840	12,272.12	577.51-
50,163.9790	FNMA POOL #0745959 5.500% 11/01/2036 DD 10/01/06	54,782.60	109.1990	54,778.56	4.04-
103,345.3100	FNMA POOL #0836464 VAR RT 10/01/2035 DD 09/01/05	107,419.23	105.3170	108,840.18	1,420.95
104,277.9300	FNMA POOL #0836641 VAR RT 10/01/2035 DD 09/01/05	108,448.05	105.1570	109,655.54	1,207.49
25,948.5510	FNMA POOL #0888560 6.000% 11/01/2035 DD 07/01/07	29,646.22	112.5430	29,203.28	442.94-
71,473.2810	FNMA POOL #0888832 6.500% 11/01/2037 DD 10/01/07	80,623.93	112.9640	80,739.08	115.15
50,128.4380	FNMA POOL #0889117 5.000% 10/01/2035 DD 01/01/08	54,276.10	108.9650	54,622.45	346.35
44,632.9490	FNMA POOL #0890248 6.000% 08/01/2037 DD 09/01/10	50,993.15	112.5290	50,225.01	768.14-



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
29,667.6080	FNMA POOL #0934648 7.000% 11/01/2038 DD 11/01/08	34,451.52	118.9430	35,287.54	836.02
9,908.7130	FNMA POOL #0985867 7.000% 08/01/2038 DD 08/01/08	11,506.49	118.9430	11,785.72	279.23
58,670.1700	FNMA POOL #0995072 5.500% 08/01/2038 DD 11/01/08	64,475.63	111.0430	65,149.12	673.49
69,374.8880	FNMA POOL #0AB3517 4.500% 09/01/2041 DD 08/01/11	74,523.24	109.5070	75,970.36	1,447.12
487,918.8300	FNMA POOL #0AB6201 3.000% 09/01/2042 DD 08/01/12	511,438.04	103.3610	504,317.78	7,120.26-
99,314.9280	FNMA POOL #0AB7130 3.500% 12/01/2042 DD 11/01/12	108,392.93	106.2250	105,497.28	2,895.65-
294,917.0400	FNMA POOL #0MA1146 4.000% 08/01/2042 DD 07/01/12	318,095.68	109.1130	321,792.83	3,697.15
138,399.3950	FNMA POOL #0AE0758 7.000% 02/01/2039 DD 12/01/10	158,640.26	118.8260	164,454.47	5,814.21
53,832.6480	GNMA II POOL #0004040 6.500% 10/20/2037 DD 10/01/07	61,737.49	115.1650	61,996.37	258.88
68,771.5300	GNMA II POOL #0004195 6.000% 07/20/2038 DD 07/01/08	77,088.60	112.5910	77,430.55	341.95
449,675.5600	GNMA II POOL #0004245 6.000% 09/20/2038 DD 09/01/08	506,294.23	114.4590	514,694.15	8,399.92
5,043.5560	GNMA II POOL #0004559 5.000% 10/20/2039 DD 10/01/09	5,560.61	111.0030	5,598.50	37.89



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
63,394.8580	GNMA 11 POOL #0004617 4.500% 01/20/2040 DD 01/01/10	69,078.79	110.7570	70,214.24	1,135.45
66,500.3110	GNMA 11 POOL #0004696 4.500% 05/20/2040 DD 05/01/10	72,462.68	110.6170	73,560.65	1,097.97
154,341.6800	GNMA 11 POOL #0004837 6.000% 10/20/2040 DD 10/01/10	174,353.69	113.1530	174,642.24	288.55
69,299.9640	GNMA 11 POOL #0004923 4.500% 01/20/2041 DD 01/01/11	75,621.58	110.6170	76,657.54	1,035.96
457,436.9590	GNMA 11 POOL #0004978 4.500% 03/20/2041 DD 03/01/11	499,164.42	110.6170	506,003.04	6,838.62
68,309.9240	GNMA 11 POOL #0783368 4.500% 07/20/2041 DD 08/01/11	74,628.58	110.1790	75,263.19	634.61
66,824.0610	GNMA GTD REMIC P/T 10-93 PS VAR RT 06/20/2035 DD 07/20/10	8,770.66	8.5540	5,716.13	3,054.53-
66,384.2400	GNMA GTD REMIC P/T 10-85 HS VAR RT 01/20/2040 DD 07/20/10	11,350.34	15.8500	10,521.90	828.44-
165,571.2800	GNMA GTD REMIC P/T 10-H10 FC VAR RT 05/20/2060 DD 06/20/10	168,460.36	102.4850	169,685.73	1,225.37
265,943.6200	GNMA GTD REMIC P/T 10-H20 AF VAR RT 10/20/2060 DD 10/20/10	261,764.72	99.6560	265,028.77	3,264.05
240,119.9500	GNMA GTD REMIC P/T 10-H24 FA VAR RT 10/20/2060 DD 11/20/10	236,797.50	99.7970	239,632.51	2,835.01
124,389.7600	GNMA GTD REMIC P/T 10-H22 FE VAR RT 05/20/2059 DD 11/20/10	123,159.30	99.8560	124,210.64	1,051.34



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
223,349.6900	GNMA GTD REMIC P/T 11-H06 FA VAR RT 02/20/2061 DD 02/20/11	221,554.35	100.2470	223,901.36	2,347.01
92,175.4100	GNMA GTD REMIC P/T 11-H09 AF VAR RT 03/20/2061 DD 03/20/11	91,662.66	100.4910	92,627.99	965.33
98,345.6400	GNMA GTD REMIC P/T 10-3 MS VAR RT 11/20/2038 DD 01/20/10	15,436.28	12.9450	12,730.84	2,705.44-
58,371.7200	GNMA GTD REMIC P/T 10-113 BS VAR RT 09/20/2040 DD 09/20/10	9,282.93	16.4960	9,629.00	346.07
58,668.5640	GNMA GTD REMIC P/T 10-121 SE VAR RT 09/20/2040 DD 09/20/10	9,395.24	17.3140	10,157.88	762.64
61,266.9780	GNMA GTD REMIC P/T 11-11 SA VAR RT 01/20/2041 DD 01/20/11	9,661.87	15.8020	9,681.41	19.54
60,867.4700	GNMA GTD REMIC P/T 11-70 BS VAR RT 12/16/2036 DD 05/16/11	11,571.47	13.2230	8,048.51	3,522.96-
83,442.3300	GNMA GTD REMIC P/T 11-146 YS VAR RT 11/16/2041 DD 11/16/11	20,443.37	24.6110	20,535.99	92.62
571,749.6920	GNMA GTD REMIC P/T 12-66 CIIIO 3.500% 02/20/2038 DD 05/01/12	102,914.94	15.1310	86,511.45	16,403.49-
1,763,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	1,710,128.88	92.7810	1,635,729.03	74,399.85-
2,370,000.0000	U S TREASURY NOTE 1.375% 01/31/2020 DD 01/31/13	2,366,337.28	101.1410	2,397,041.70	30,704.42
TOTAL U. S. GOVERNMENT SECURITIES		25,232,504.71		25,116,324.46	116,180.25-



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>CORPORATE DEBT INSTRUMENTS - PREFERRED</u>					
130,000.0000	AT&T INC 5.500% 02/01/2018 DD 02/01/08	153,409.40	117.5640	152,833.20	576.20-
50,000.0000	AT&T INC 6.550% 02/15/2039 DD 02/03/09	60,848.00	123.5290	61,764.50	916.50
100,000.0000	AT&T INC 2.500% 08/15/2015 DD 07/30/10	104,002.00	103.8670	103,867.00	135.00-
10,000.0000	AT&T INC 5.550% 08/15/2041 DD 08/18/11	11,819.05	110.2260	11,022.60	796.45-
40,000.0000	AT&T INC 2.625% 12/01/2022 DD 12/11/12	39,968.80	96.5550	38,622.00	1,346.80-
40,000.0000	AMERICA MOVIL SAB DE CV 5.625% 11/15/2017 DD 10/30/07	46,572.00	116.2190	46,487.60	84.40-
40,000.0000	AMERICAN EXPRESS CREDIT CORP 5.125% 08/25/2014 DD 08/25/09	43,504.00	106.2360	42,494.40	1,009.60-
130,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 5.000% 04/15/2020 DD 03/29/10	149,955.00	118.5890	154,165.70	4,210.70
40,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 2.500% 07/15/2022 DD 07/16/12	39,807.20	98.2930	39,317.20	490.00-
120,000.0000	APACHE CORP 6.000% 09/15/2013 DD 10/01/08	129,290.40	102.4430	122,931.60	6,358.80-
50,000.0000	AVIS BUDGET RENTAL C 2A A 144A 2.802% 05/20/2018 DD 03/22/12	49,960.50	105.1060	52,553.00	2,592.50



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TRDNFL NFLGCALL1000 5500

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
100,000.0000	AVIS BUDGET RENTAL C 3A A 144A 2.100% 03/20/2019 DD 07/31/12	99,955.36	102.0430	102,043.00	2,087.64
160,000.0000	BHP BILLITON FINANCE USA LTD 3.250% 11/21/2021 DD 11/21/11	161,475.20	105.6380	169,020.80	7,545.60
180,000.0000	BP CAPITAL MARKETS PLC 5.250% 11/07/2013 DD 11/07/08	192,349.80	102.7920	185,025.60	7,324.20-
60,000.0000	BP CAPITAL MARKETS PLC 3.875% 03/10/2015 DD 03/10/09	64,349.40	106.0230	63,613.80	735.60-
10,000.0000	BP CAPITAL MARKETS PLC 3.561% 11/01/2021 DD 11/01/11	10,297.20	106.1660	10,616.60	319.40
60,000.0000	BNP PARIBAS SA 2.375% 09/14/2017 DD 09/14/12	59,921.40	101.4810	60,888.60	967.20
140,000.0000	BAKER HUGHES INC 7.500% 11/15/2018 DD 10/28/08	184,706.20	131.2240	183,713.60	992.60-
70,000.0000	BANK OF AMERICA CORP 5.420% 03/15/2017 DD 03/15/07	71,573.60	110.8170	77,571.90	5,998.30
30,000.0000	BOEING CAPITAL CORP 4.700% 10/27/2019 DD 10/27/09	34,661.10	117.1740	35,152.20	491.10
80,000.0000	BOEING CO/THE 4.875% 02/15/2020 DD 07/28/09	94,436.80	118.6470	94,917.60	480.80
110,000.0000	CD 2007-CD4 COMMERCIAL CD4 A4 5.322% 12/11/2049 DD 03/01/07	125,541.80	113.6680	125,034.80	507.00-
170,000.0000	CATERPILLAR FINANCIAL SERVICES 6.200% 09/30/2013 DD 09/26/08	184,229.00	102.7910	174,744.70	9,484.30-



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
240,000.0000	CITIGROUP INC 5.000% 09/15/2014 DD 09/16/04	248,551.20	105.0030	252,007.20	3,456.00
140,000.0000	CITIGROUP INC 6.000% 12/13/2013 DD 06/15/10	148,330.00	103.6080	145,051.20	3,278.80-
120,000.0000	CITIGROUP COMMERCIAL SMP A 144A 2.110% 01/12/2018 DD 03/01/13	122,996.32	102.3700	122,844.00	152.32-
100,000.0000	COMCAST CORP 6.500% 01/15/2015 DD 01/10/03	114,106.00	110.3050	110,305.00	3,801.00-
91,000.0000	COMM 2007-C9 MORTGAGE TR C9 A4 VAR RT 12/10/2049 DD 08/01/07	105,783.95	117.1800	106,633.80	849.85
70,000.0000	CONOCOPHILLIPS HOLDING CO 6.950% 04/15/2029 DD 04/20/99	94,042.20	135.0940	94,565.80	523.60
10,000.0000	COOPERATIVE CENTRALE RAFFEIS 3.875% 02/08/2022 DD 02/08/12	10,475.60	105.4860	10,548.60	73.00
40,000.0000	COOPERATIVE CENTRALE RAFFEIS 3.375% 01/19/2017 DD 01/19/12	40,893.61	107.0610	42,824.40	1,930.79
100,000.0000	CREDIT AGRICOLE SA 144A VAR RT 10/29/2049 DD 10/13/09	93,000.00	109.3750	109,375.00	16,375.00
28,000.0000	COMMERCIAL MORTGAGE PASS C5 A3 5.311% 12/15/2039 DD 12/01/06	31,134.69	111.9830	31,355.24	220.55
202,377.0500	DBUS 2011-LC3 MO LC3A XA 144A VAR RT 08/10/2044 DD 08/01/11	11,229.87	4.3940	8,892.45	2,337.42-
150,000.0000	DAIMLER FINANCE NORTH AME 144A 1.300% 07/31/2015 DD 08/01/12	149,727.00	100.6740	151,011.00	1,284.00



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TRDNFL NFLGALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
40,000.0000	JOHN DEERE CAPITAL CORP 2.250% 04/17/2019 DD 04/17/12	40,069.46	103.4060	41,362.40	1,292.94
160,000.0000	DIAGEO CAPITAL PLC 4.828% 07/15/2020 DD 05/14/10	182,582.40	116.9410	187,105.60	4,523.20
100,000.0000	EFS VOLUNTEER NO 2 L 1 A2 144A VAR RT 03/25/2036 DD 05/22/12	97,582.03	103.9880	103,988.00	6,405.97
98,101.9900	GS MORTGAGE SECURI GC5 XA 144A VAR RT 08/10/2044 DD 10/01/11	8,850.54	8.4240	8,264.11	586.43-
150,000.0000	GS MORTGAGE SECURI ALOH A 144A 3.551% 04/10/2034 DD 05/01/12	152,244.52	105.1520	157,728.00	5,483.48
40,000.0000	GENERAL ELECTRIC CO 0.850% 10/09/2015 DD 10/09/12	39,989.20	100.3340	40,133.60	144.40
160,000.0000	GENERAL ELECTRIC CAPITAL CORP VAR RT 11/15/2067 DD 11/15/07	163,200.00	106.0000	169,600.00	6,400.00
330,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	407,530.20	131.0230	432,375.90	24,845.70
30,000.0000	GENERAL ELECTRIC CAPITAL CORP 1.625% 07/02/2015 DD 07/02/12	30,430.80	101.7080	30,512.40	81.60
50,000.0000	GLAXOSMITHKLINE CAPITAL PLC 2.850% 05/08/2022 DD 05/09/12	49,660.00	102.0200	51,010.00	1,350.00
20,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 05/01/2014 DD 05/06/09	21,339.20	105.4060	21,081.20	258.00-
70,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	71,160.60	113.9300	79,751.00	8,590.40



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
60,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 06/15/2020 DD 06/03/10	63,132.60	118.0210	70,812.60	7,680.00
20,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 10/15/2013 DD 10/14/03	20,935.20	102.4510	20,490.20	445.00-
140,000.0000	GOLDMAN SACHS GROUP INC/THE 6.250% 02/01/2041 DD 01/28/11	138,271.00	118.8350	166,369.00	28,098.00
20,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 07/27/2021 DD 07/27/11	19,798.40	113.3070	22,661.40	2,863.00
130,000.0000	GOLDMAN SACHS GROUP INC/THE 2.375% 01/22/2018 DD 01/22/13	129,945.40	101.3630	131,771.90	1,826.50
50,000.0000	HSBC FINANCE CORP 6.676% 01/15/2021 DD 07/15/11	53,371.50	118.3340	59,167.00	5,795.50
130,000.0000	JPMORGAN CHASE & CO 1.100% 10/15/2015 DD 10/18/12	129,946.70	100.1420	130,184.60	237.90
150,000.0000	JPMORGAN CHASE & CO 5.125% 09/15/2014 DD 09/15/04	160,737.00	106.0780	159,117.00	1,620.00-
230,000.0000	JPMORGAN CHASE & CO 5.150% 10/01/2015 DD 10/04/05	250,210.10	109.4820	251,808.60	1,598.50
120,000.0000	JPMORGAN CHASE & CO 6.125% 06/27/2017 DD 06/27/07	136,948.80	117.3490	140,818.80	3,870.00
10,000.0000	JPMORGAN CHASE & CO 4.350% 08/15/2021 DD 08/10/11	10,217.30	110.3180	11,031.80	814.50
60,000.0000	LANDWIRTSCHAFTLICHE RENTENBANK 1.375% 10/23/2019 DD 10/23/12	59,673.60	99.6000	59,760.00	86.40



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BERT BELL/PETE ROZELLE NFL RET

OVERALL COMPOSITE

REVALUED COST
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
40,000.0000	MEDTRONIC INC 4.450% 03/15/2020 DD 03/16/10	45,043.20	114.9200	45,968.00	924.80
60,000.0000	METLIFE INC 6.750% 06/01/2016 DD 05/29/09	71,283.60	117.5590	70,535.40	748.20-
20,000.0000	MORGAN STANLEY BANK OF A C7 A4 2.918% 02/15/2046 DD 01/01/13	20,599.80	101.0270	20,205.40	394.40-
20,000.0000	MORGAN STANLEY BANK C7 AS 144A 3.214% 02/15/2046 DD 01/01/13	20,598.78	101.1120	20,222.40	376.38-
60,000.0000	OCCIDENTAL PETROLEUM CORP 3.125% 02/15/2022 DD 08/18/11	60,532.20	105.1430	63,085.80	2,553.60
50,000.0000	OCCIDENTAL PETROLEUM CORP 2.700% 02/15/2023 DD 06/22/12	49,926.10	100.0930	50,046.50	120.40
80,000.0000	ORACLE CORP 1.200% 10/15/2017 DD 10/25/12	79,861.60	100.1100	80,088.00	226.40
10,000.0000	PACIFIC GAS & ELECTRIC CO 5.800% 03/01/2037 DD 03/13/07	11,946.70	121.9250	12,192.50	245.80
20,000.0000	PACIFIC GAS & ELECTRIC CO 8.250% 10/15/2018 DD 10/21/08	26,679.00	134.1060	26,821.20	142.20
28,000.0000	PEPSICO INC 7.900% 11/01/2018 DD 10/24/08	37,634.24	133.1410	37,279.48	354.76-
80,000.0000	PEPSICO INC 0.700% 08/13/2015 DD 08/13/12	79,973.60	100.1500	80,120.00	146.40
32,000.0000	PETROBRAS INTERNATIONAL FINANC 5.750% 01/20/2020 DD 10/30/09	35,449.60	110.1370	35,243.84	205.76-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
220,000.0000	PETROBRAS INTERNATIONAL FINANC 5.375% 01/27/2021 DD 01/27/11	236,882.80	107.8990	237,377.80	495.00
80,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.900% 11/15/2021 DD 11/15/11	78,887.20	103.1680	82,534.40	3,647.20
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 4.500% 03/20/2042 DD 03/20/12	39,461.20	102.7890	41,115.60	1,654.40
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.500% 08/22/2022 DD 08/21/12	39,548.80	98.6860	39,474.40	74.40-
30,000.0000	RAYTHEON CO 3.125% 10/15/2020 DD 10/20/10	30,534.00	105.6120	31,683.60	1,149.60
20,000.0000	RIO TINTO FINANCE USA LTD 2.500% 05/20/2016 DD 05/20/11	20,728.80	104.4000	20,880.00	151.20
20,000.0000	RIO TINTO FINANCE USA LTD 4.125% 05/20/2021 DD 05/20/11	21,100.00	107.9930	21,598.60	498.60
40,000.0000	RIO TINTO FINANCE USA LTD 3.750% 09/20/2021 DD 09/19/11	41,294.40	105.3470	42,138.80	844.40
100,000.0000	SLM STUDENT LOAN TRUST 200 5 B VAR RT 09/16/2024 DD 08/29/02	90,630.00	91.9680	91,988.00	1,338.00
100,000.0000	SLM STUDENT LOAN TRUST 20 3 A5 VAR RT 07/25/2023 DD 03/18/04	97,780.00	99.1730	99,173.00	1,393.00
30,000.0000	SHELL INTERNATIONAL FINANCE BV 6.375% 12/15/2038 DD 12/11/08	39,691.80	138.1120	41,433.60	1,741.80
20,000.0000	SHELL INTERNATIONAL FINANCE BV 4.375% 03/25/2020 DD 03/25/10	22,885.80	115.8970	23,179.40	293.60



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
55.951.5000	STRUCTURED ADJUSTABLE 16XS A1 VAR RT 08/25/2035 DD 07/25/05	43,232.63	94.3450	52,787.44	9,554.81
100.000.0000	SUMITOMO MITSUI BANKING C 144A 3.150% 07/22/2015 DD 07/22/10	104,122.00	104.7970	104,797.00	675.00
10.000.0000	TEVA PHARMACEUTICAL FINANCE CO 3.650% 11/10/2021 DD 11/10/11	10,122.80	106.4200	10,642.00	519.20
10.000.0000	TEVA PHARMACEUTICAL FINANCE IV 3.650% 11/10/2021 DD 11/10/11	10,122.80	106.4200	10,642.00	519.20
90.000.0000	TOYOTA MOTOR CREDIT CORP 1.250% 10/05/2017 DD 10/05/12	89,947.80	99.8910	89,901.90	45.90-
50.000.0000	UBS-BARCLAYS COMMER C4 AS 144A 3.317% 12/10/2045 DD 12/01/12	51,249.71	100.1510	50,075.50	1,174.21-
42.000.0000	UNION PACIFIC CORP 4.163% 07/15/2022 DD 06/23/11	45,378.90	112.6050	47,294.10	1,915.20
40.000.0000	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	39,506.80	106.5870	42,634.80	3,128.00
20.000.0000	UNITEDHEALTH GROUP INC 5.800% 03/15/2036 DD 03/02/06	23,006.00	118.8030	23,760.60	754.60
30.000.0000	UNITEDHEALTH GROUP INC 3.875% 10/15/2020 DD 10/25/10	31,689.30	109.6830	32,904.90	1,215.60
40.000.0000	UNITEDHEALTH GROUP INC 5.700% 10/15/2040 DD 10/25/10	46,436.80	118.3020	47,320.80	884.00
172.000.0000	VALE OVERSEAS LTD 4.375% 01/11/2022 DD 01/11/12	172,765.40	102.6050	176,480.60	3,715.20



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
10,000.0000	VERIZON COMMUNICATIONS INC 6.100% 04/15/2018 DD 04/04/08	12,109.00	120.6830	12,068.30	40.70-
12,000.0000	VERIZON COMMUNICATIONS INC 8.750% 11/01/2018 DD 11/04/08	16,757.64	134.4830	16,137.96	619.68-
80,000.0000	VERIZON COMMUNICATIONS INC 6.350% 04/01/2019 DD 03/27/09	97,420.80	122.7140	98,171.20	750.40
40,000.0000	VERIZON COMMUNICATIONS INC 3.500% 11/01/2021 DD 11/03/11	41,755.50	103.9170	41,566.80	188.70-
30,000.0000	VERIZON COMMUNICATIONS INC 2.450% 11/01/2022 DD 11/07/12	29,987.92	94.5760	28,372.80	1,615.12-
10,000.0000	CELCO PARTNERSHIP / VERIZON W 8.500% 11/15/2018 DD 05/15/09	13,877.50	133.0800	13,308.00	569.50-
252,654.0820	WFRBS COMMERCIAL MO C2 XA 144A VAR RT 02/15/2044 DD 03/01/11	13,691.27	4.7100	11,900.01	1,791.26-
128,779.2190	WFRBS COMMERCIAL C7 XA 144A VAR RT 06/15/2045 DD 06/01/12	14,153.78	10.8620	13,988.00	165.78-
60,000.0000	WFRBS COMMERCIAL MORTGA C11 AS 3.311% 03/15/2045 DD 02/01/13	61,799.64	101.9280	61,156.80	642.84-
255,000.0000	WACHOVIA CORP 5.250% 08/01/2014 DD 07/22/04	274,464.15	105.8010	269,792.55	4,671.60-
10,000.0000	WELLS FARGO & CO 4.600% 04/01/2021 DD 03/29/11	10,724.20	114.2050	11,420.50	696.30
20,000.0000	WELLS FARGO & CO 2.100% 05/08/2017 DD 05/07/12	19,984.00	103.1210	20,624.20	640.20



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
30,000.0000	WELLS FARGO & CO 1.500% 01/16/2018 DD 12/26/12	29,946.00	99.7920	29,937.60	8.40-
50,000.0000	WELLS FARGO & CO 3.450% 02/13/2023 DD 02/13/13	50,207.70	100.6720	50,336.00	128.30
50,000.0000	WELLS FARGO & CO STEP 06/15/2016 DD 09/15/2010	53,395.50	108.1310	54,065.50	670.00
120,000.0000	WYETH LLC 5.950% 04/01/2037 DD 03/27/07	152,022.00	127.7220	153,266.40	1,244.40
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		8,579,560.96		8,730,440.78	150,879.82
<u>CORPORATE DEBT INSTRUMENTS</u>					
90,000.0000	ABBVIE INC 144A 1.750% 11/06/2017 DD 11/08/12	89,811.90	101.2160	91,094.40	1,282.50
60,000.0000	ABBVIE INC 144A 2.900% 11/06/2022 DD 11/08/12	59,613.60	100.0900	60,064.00	440.40
142,581.8350	ACE SECURITIES CORP HOM FM1 M1 VAR RT 09/25/2033 DD 01/29/04	109,150.72	90.9970	129,745.19	20,594.47
60,000.0000	ALTRIA GROUP INC 8.500% 11/10/2013 DD 11/10/08	67,044.00	104.7710	62,862.60	4,181.40-
110,000.0000	ALTRIA GROUP INC 4.750% 05/05/2021 DD 05/05/11	118,242.30	113.1820	124,500.20	6,257.90
60,000.0000	ALTRIA GROUP INC 2.850% 08/09/2022 DD 08/09/12	59,932.80	98.3090	58,985.40	947.40-
50,000.0000	HESS CORP 7.875% 10/01/2029 DD 10/01/99	66,538.50	128.9910	64,495.50	2,043.00-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
60,000.0000	HESS CORP 7.300% 08/15/2031 DD 08/15/01	76,350.00	124.2360	74,541.60	1,808.40-
130,000.0000	AMERICAN EXPRESS CO VAR RT 09/01/2066 DD 08/01/06	132,599.99	107.7500	140,075.00	7,475.01
130,000.0000	AMERICAN INTERNATIONAL GROUP I 6.250% 03/15/2087 DD 03/13/07	116,999.99	110.7600	143,988.00	26,988.01
20,000.0000	ANADARKO FINANCE CO 7.500% 05/01/2031 DD 04/26/01	24,706.80	132.5270	26,505.40	1,798.60
20,000.0000	ANADARKO PETROLEUM CORP 6.375% 09/15/2017 DD 08/12/10	23,764.40	119.3610	23,872.20	107.80
20,000.0000	ARCELORMITTAL VAR RT 02/25/2017 DD 02/28/12	19,606.25	104.6500	20,930.00	1,323.75
10,000.0000	BAC CAPITAL TRUST XIV VAR RT 09/29/2049 DD 02/16/07	7,050.00	87.5000	8,750.00	1,700.00
100,000.0000	BBVA US SENIOR SAU 3.250% 05/16/2014 DD 05/18/11	99,698.00	100.6050	100,605.00	907.00
10,000.0000	BANK OF AMERICA CORP 5.750% 12/01/2017 DD 12/04/07	11,167.90	115.6660	11,566.60	398.70
320,000.0000	BANK OF AMERICA CORP 4.500% 04/01/2015 DD 03/11/10	331,443.20	105.9620	339,078.40	7,635.20
20,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	20,850.60	116.6970	23,339.40	2,488.80
40,000.0000	BANK OF AMERICA CORP 5.000% 05/13/2021 DD 05/13/11	40,061.60	112.0910	44,836.40	4,774.80



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20,000.0000	BANK OF AMERICA CORP 3.875% 03/22/2017 DD 03/22/12	20,110.20	107.5760	21,515.20	1,405.00
20,000.0000	BARRICK GOLD CORP 3.850% 04/01/2022 DD 04/03/12	19,988.60	102.2230	20,444.60	456.00
100,000.0000	BARRICK NORTH AMERICA FINANCE 4.400% 05/30/2021 DD 06/01/11	105,406.00	106.7820	106,782.00	1,376.00
131,951.2300	ALTERNATIVE LOAN TRUST 36 3A1 VAR RT 08/25/2035 DD 06/01/05	91,550.34	76.6600	101,153.81	9,603.47
215,282.9100	ALTERNATIVE LOAN TRUST 44 1A1 VAR RT 10/25/2035 DD 08/30/05	105,757.28	69.7160	150,086.63	44,329.35
19,167.2900	COUNTRYWIDE ASSET-BACKED 4 AF3 VAR RT 10/25/2035 DD 06/01/05	18,408.22	100.3910	19,242.23	834.01
159,469.8900	CHL MORTGAGE PASS-THR HYB1 1A1 VAR RT 03/25/2035 DD 01/28/05	100,576.14	80.5350	128,429.08	27,852.94
25,163.8500	CHL MORTGAGE PASS-THROUG 4 4A1 VAR RT 02/25/2035 DD 01/28/05	14,613.94	71.4440	17,978.06	3,364.12
52,552.5900	CHL MORTGAGE PASS-THROUG 7 2A1 VAR RT 03/25/2035 DD 01/27/05	28,291.53	83.8910	44,086.89	15,795.36
86,020.2900	CHL MORTGAGE PASS-THROU 11 6A1 VAR RT 03/25/2035 DD 02/28/05	49,356.30	81.4740	70,084.17	20,727.87
40,000.0000	CELULOSA ARAUCO Y CONSTITUCION 4.750% 01/11/2022 DD 07/11/12	40,909.50	104.0020	41,600.80	691.30
38,000.0000	CITIGROUP INC 5.125% 05/05/2014 DD 05/05/04	39,987.02	104.5720	39,737.36	249.66-



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150,000.0000	CITIGROUP INC 6.875% 03/05/2038 DD 03/05/08	173,190.00	131.2000	196,800.00	23,610.00
30,000.0000	CLIFFS NATURAL RESOURCES INC 4.800% 10/01/2020 DD 09/20/10	29,453.40	99.6330	29,889.90	436.50
10,000.0000	CLIFFS NATURAL RESOURCES INC 4.875% 04/01/2021 DD 03/23/11	9,701.20	98.5440	9,854.40	153.20
70,000.0000	CLIFFS NATURAL RESOURCES INC 3.950% 01/15/2018 DD 12/13/12	70,242.50	100.4030	70,282.10	39.60
80,000.0000	COMCAST CABLE COMMUNICATIONS L 8.875% 05/01/2017 DD 05/01/97	103,932.80	128.9960	103,196.80	736.00-
20,000.0000	COMCAST CORP 5.875% 02/15/2018 DD 11/17/06	23,669.40	120.6400	24,128.00	458.60
31,085.7240	CONTINENTAL AIRLINES 1998-1 CL 6.648% 09/15/2017 DD 02/20/98	32,521.89	106.7500	33,184.01	662.12
106,434.6800	CWHEQ REVOLVING HOME EQUI E 2A VAR RT 07/15/2036 DD 06/29/06	60,203.27	66.9310	71,237.80	11,034.53
119,861.1300	DSLA MORTGAGE LOAN TR AR1 2A1A VAR RT 03/19/2045 DD 02/28/05	74,061.52	84.7340	101,563.13	27,501.61
206,421.6390	DELTA AIR LINES 2007-1 CLASS A 6.821% 02/10/2024 DD 02/10/08	226,031.71	113.2500	233,772.51	7,740.80
75,000.0000	DEUTSCHE TELEKOM INTERNATIONAL 5.750% 03/23/2016 DD 03/23/06	84,694.50	112.9200	84,690.00	4.50-
80,000.0000	DEVON ENERGY CORP 5.600% 07/15/2041 DD 07/12/11	90,016.80	109.2670	87,413.60	2,603.20-



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10,000.0000	DEVON ENERGY CORP 3.250% 05/15/2022 DD 05/14/12	9,940.80	100.1610	10,016.10	75.30
10,000.0000	DEVON FINANCING CORP LLC 7.875% 09/30/2031 DD 10/03/01	14,511.90	135.6110	13,561.10	950.80-
20,000.0000	ECOLAB INC 4.350% 12/08/2021 DD 12/08/11	21,202.40	110.3350	22,067.00	864.60
100,000.0000	ENTERPRISE PRODUCTS OPERATING 9.750% 01/31/2014 DD 12/08/08	114,755.00	107.4420	107,442.00	7,313.00-
20,000.0000	ENTERPRISE PRODUCTS OPERATING 6.125% 10/15/2039 DD 10/05/09	22,957.80	117.5790	23,515.80	558.00
10,000.0000	ENTERPRISE PRODUCTS OPERATING 5.950% 02/01/2041 DD 01/13/11	11,267.50	115.8490	11,584.90	317.40
90,000.0000	ENTERPRISE PRODUCTS OPERATING 3.350% 03/15/2023 DD 03/18/13	90,416.60	101.8380	91,654.20	1,237.60
20,000.0000	ENTERPRISE PRODUCTS OPERATING 4.850% 03/15/2044 DD 03/18/13	20,129.10	102.0870	20,417.40	288.30
170,000.0000	EXPRESS SCRIPTS HOLDING CO 3.500% 11/15/2016 DD 11/15/12	177,573.50	107.7320	183,144.40	5,570.90
140,000.0000	FIRSTENERGY CORP 7.375% 11/15/2031 DD 11/15/01	171,399.41	117.1480	164,007.20	7,392.21-
20,000.0000	FIRSTENERGY CORP 2.750% 03/15/2018 DD 03/05/13	19,998.00	101.1320	20,226.40	228.40
80,000.0000	FIRSTENERGY CORP 4.250% 03/15/2023 DD 03/05/13	80,090.10	101.1380	80,910.40	820.30



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80,000.0000	FORD MOTOR CO 4.750% 01/15/2043 DD 01/08/13	77,750.00	93.0700	74,456.00	3,294.00-
120,000.0000	FORD MOTOR CREDIT CO LLC 8.125% 01/15/2020 DD 12/14/09	147,900.00	126.2610	151,513.20	3,613.20
85,000.0000	FREEMONT-MCMORAN COPPER & GOLD 3.550% 03/01/2022 DD 02/13/12	81,952.61	99.4010	84,490.85	2,538.24
30,000.0000	FREEMONT-MCMORAN COPPER & 144A 2.375% 03/15/2018 DD 03/07/13	29,997.00	100.4180	30,125.40	128.40
30,000.0000	FREEMONT-MCMORAN COPPER & 144A 3.100% 03/15/2020 DD 03/07/13	29,988.60	100.3340	30,100.20	111.60
10,000.0000	GOLDMAN SACHS CAPITAL II VAR RT 06/01/2043 DD 05/15/07	6,862.50	84.1250	8,412.50	1,550.00
48,157.2400	GREENPOINT MORTGAGE FU AR4 1A1 VAR RT 10/25/2045 DD 07/29/05	28,753.43	82.3970	39,680.12	10,926.69
20,000.0000	HEINEKEN NV 144A 1.400% 10/01/2017 DD 10/10/12	19,934.00	99.5450	19,909.00	25.00-
70,000.0000	HUMANA INC 7.200% 06/15/2018 DD 06/05/08	83,872.60	122.4240	85,696.80	1,824.20
20,000.0000	HUMANA INC 3.150% 12/01/2022 DD 12/10/12	19,922.00	98.7730	19,754.60	167.40-
20,000.0000	HYUNDAI CAPITAL AMERICA 144A 2.125% 10/02/2017 DD 10/01/12	19,972.60	100.8150	20,163.00	190.40
10,000.0000	ING US INC 144A VAR RT 02/15/2018 DD 02/11/13	10,062.60	101.4300	10,143.00	80.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
30,000.0000	INTERNATIONAL LEASE FINAN 144A 6.500% 09/01/2014 DD 08/20/10	31,687.50	106.5000	31,950.00	262.50
160,000.0000	INTERNATIONAL LEASE FINAN 144A 6.750% 09/01/2016 DD 08/20/10	171,400.00	113.0000	180,800.00	9,400.00
10,000.0000	KERR-MCGEE CORP 7.875% 09/15/2031 DD 10/03/01	12,895.20	131.0600	13,106.00	210.80
140,000.0000	KERR-MCGEE CORP 6.950% 07/01/2024 DD 07/01/04	169,085.00	125.2660	175,372.40	6,287.40
25,000.0000	KINDER MORGAN ENERGY PARTNERS 5.000% 12/15/2013 DD 11/21/03	26,548.25	103.1070	25,776.75	771.50-
40,000.0000	KINDER MORGAN ENERGY PARTNERS 3.950% 09/01/2022 DD 03/14/12	42,045.60	106.2500	42,500.00	454.40
72,000.0000	MONDELEZ INTERNATIONAL INC. 5.375% 02/10/2020 DD 02/06/10	83,289.89	118.9780	85,664.16	2,374.27
78,000.0000	KRAFT FOODS GROUP INC 5.375% 02/10/2020 DD 08/10/12	77,377.56	119.3270	93,075.06	15,697.50
60,000.0000	KRAFT FOODS GROUP INC 3.500% 06/06/2022 DD 12/06/12	59,460.00	104.5620	62,737.20	3,277.20
10,000.0000	MERRILL LYNCH & CO INC 6.875% 04/25/2018 DD 04/25/08	11,117.00	120.7020	12,070.20	953.20
32,516.4500	MERRILL LYNCH MORTGAGE 1 1 2A1 VAR RT 04/25/2035 DD 04/01/05	29,551.87	96.2390	31,293.51	1,741.64
180,000.0000	METLIFE INC 6.400% 12/15/2066 DD 12/21/06	176,400.00	109.3750	196,875.00	20,475.00



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10,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	13,316.00	129.8240	12,982.40	333.60-
10,000.0000	MOLSON COORS BREWING CO 3.500% 05/01/2022 DD 05/03/12	10,021.60	104.0350	10,403.50	381.90
50,000.0000	MORGAN STANLEY VAR RT 10/18/2016 DD 10/16/06	42,934.50	97.4230	48,711.50	5,777.00
10,000.0000	MORGAN STANLEY 4.750% 03/22/2017 DD 03/22/12	10,003.30	110.3020	11,030.20	1,026.90
100,000.0000	MORGAN STANLEY 4.750% 04/01/2014 DD 03/30/04	101,636.00	103.3830	103,383.00	1,747.00
163,936.8460	MORGAN STANLEY MORTGAGE 11AR 1A1 VAR RT 01/25/2035 DD 12/29/04	125,829.67	94.3260	154,635.07	28,805.40
100,000.0000	NOBLE ENERGY INC 4.150% 12/15/2021 DD 12/08/11	102,211.00	109.9450	109,945.00	7,734.00
40,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	48,622.80	125.0910	50,036.40	1,413.60
161,000.0000	PENEX PROJECT FUNDING MASTER T 6.625% 06/15/2035 DD 12/15/05	183,540.00	119.7500	192,797.50	9,257.50
40,000.0000	PETROBRAS INTERNATIONAL FINANC 6.125% 10/06/2016 DD 10/06/06	45,240.00	111.8000	44,720.00	520.00-
121,000.0000	PETROLEOS MEXICANOS 144A 3.500% 01/30/2023 DD 01/30/13	120,666.04	99.7500	120,697.50	31.46
60,000.0000	REYNOLDS AMERICAN INC 7.625% 06/01/2016 DD 12/01/06	72,012.00	119.0960	71,458.80	553.20-



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30,000.0000	REYNOLDS AMERICAN INC 3.250% 11/01/2022 DD 10/31/12	29,959.20	98.8690	29,660.70	298.50-
100,000.0000	RIO TINTO FINANCE USA LTD 6.500% 07/15/2018 DD 06/27/08	123,229.00	122.7500	122,750.00	479.00-
40,000.0000	ROCK TENN CO 3.500% 03/01/2020 DD 03/01/13	39,766.60	102.2250	40,890.00	1,123.40
10,000.0000	ROCK TENN CO 4.000% 03/01/2023 DD 03/01/13	9,981.40	101.1290	10,112.90	131.50
20,000.0000	ROGERS COMMUNICATIONS INC 6.800% 08/15/2018 DD 08/06/08	24,894.20	125.7870	25,157.40	263.20
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P VAR RT 08/29/2049 DD 08/20/01	8,475.00	104.0000	10,400.00	1,925.00
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P 2.550% 09/18/2015 DD 09/18/12	9,994.30	102.7790	10,277.90	283.60
35,000.0000	KONINKLIJKE KPN NV 8.375% 10/01/2030 DD 10/04/00	44,937.90	130.9640	45,837.40	899.50
10,000.0000	SESI LLC 7.125% 12/15/2021 DD 06/15/12	10,800.00	111.8750	11,187.50	387.50
80,000.0000	SLM CORP 3.875% 09/10/2015 DD 09/12/12	81,281.20	104.1290	83,303.20	2,022.00
69,758.7000	SACO I TRUST 2006-7 7 A1 VAR RT 07/25/2036 DD 06/30/06	25,386.14	67.4660	47,063.40	21,677.26
6,321.5000	SACO I TRUST 2005-7 7 A VAR RT 09/25/2035 DD 09/30/05	5,694.94	98.7040	6,239.57	544.63



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
10,000.0000	SAFEMAY INC 3.950% 08/15/2020 DD 08/03/10	9,916.70	102.1850	10,218.50	301.80
40,000.0000	SAFEMAY INC 4.750% 12/01/2021 DD 12/05/11	41,350.80	107.6470	43,058.80	1,708.00
100,000.0000	SANTANDER US DEBT SAU 144A 3.781% 10/07/2015 DD 10/07/10	96,945.00	102.0030	102,003.00	5,058.00
120,000.0000	SOUTHERN COPPER CORP 5.250% 11/08/2042 DD 11/08/12	117,848.40	94.6870	113,624.40	4,224.00-
110,000.0000	STATE STREET CORP VAR RT 03/15/2018 DD 09/15/10	115,730.60	113.6020	124,962.20	9,231.60
231,315.1800	STRUCTURED ADJUSTABLE R 15 1A1 VAR RT 07/25/2035 DD 06/01/05	153,366.54	85.4690	197,702.77	44,336.23
20,000.0000	TELEFONICA EMISIONES SAU 6.221% 07/03/2017 DD 07/02/07	19,250.00	111.8880	22,377.60	3,127.60
30,000.0000	TELEFONICA EMISIONES SAU 5.877% 07/15/2019 DD 07/06/09	30,456.00	110.0100	33,003.00	2,547.00
20,000.0000	THERMO FISHER SCIENTIFIC INC 3.600% 08/15/2021 DD 08/16/11	21,110.00	103.4410	20,688.20	421.80-
15,000.0000	TIME WARNER ENTERTAINMENT CO L 8.375% 07/15/2033 DD 01/15/94	20,037.90	138.2360	20,735.40	697.50
10,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	11,426.50	118.2150	11,821.50	395.00
140,000.0000	TIME WARNER CABLE INC 8.750% 02/14/2019 DD 11/18/08	182,505.40	132.2510	185,151.40	2,646.00



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20,000.0000	TIME WARNER CABLE INC 6.750% 06/15/2039 DD 06/29/09	23,846.60	118.0120	23,602.40	244.20-
60,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	64,648.81	106.6200	63,972.00	676.81-
40,000.0000	TRANSOCEAN INC 5.050% 12/15/2016 DD 12/05/11	44,533.20	111.1100	44,444.00	89.20-
10,000.0000	TRANSOCEAN INC 6.375% 12/15/2021 DD 12/05/11	11,744.20	116.4280	11,642.80	101.40-
40,000.0000	EATON CORP 144A 4.150% 11/02/2042 DD 11/20/12	40,324.90	97.5000	39,000.00	1,324.90-
30,000.0000	EATON CORP 144A 1.500% 11/02/2017 DD 11/20/12	29,967.30	100.2870	30,086.10	118.80
100,000.0000	EATON CORP 144A 2.750% 11/02/2022 DD 11/20/12	99,813.10	99.4230	99,423.00	390.10-
21,000.0000	UNION PACIFIC CORP 5.375% 05/01/2014 DD 05/04/04	22,778.70	105.0700	22,064.70	714.00-
22,274.1060	UAL 2009-2A PASS THROUGH TRUST 9.750% 07/15/2018 DD 11/24/09	25,629.14	116.0000	25,837.96	208.82
40,000.0000	UBM PLC 144A 5.750% 11/03/2020 DD 11/03/10	39,550.80	105.9160	42,366.40	2,815.60
86,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	99,746.24	113.5860	97,683.96	2,062.28-
89,796.7800	WAMU MORTGAGE PASS TH AR6 2A1A VAR RT 04/25/2045 DD 04/26/05	69,614.82	91.8870	82,511.57	12,896.75



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176,859.3700	WAMU MORTGAGE PASS TH AR10 1A4 VAR RT 09/25/2035 DD 07/01/05	155,323.15	98.4270	174,077.37	18,754.22
140,787.5100	WAMU MORTGAGE PASS T AR13 A1A1 VAR RT 10/25/2045 DD 10/25/05	109,282.90	92.7060	130,518.47	21,235.57
524,857.8900	WAMU MORTGAGE PASS TH 0A6 1A1B VAR RT 07/25/2047 DD 06/01/07	184,387.74	29.9940	157,425.88	26,961.86-
310,000.0000	WACHOVIA CAPITAL TRUST III VAR RT 03/29/2049 DD 02/01/06	292,949.98	100.3500	311,085.00	18,135.02
204,419.7000	WAMU MORTGAGE PASS TH AR1 AZA3 VAR RT 01/25/2045 DD 01/18/05	158,803.39	94.4300	193,033.52	34,230.13
10,000.0000	WASTE MANAGEMENT INC 7.375% 05/15/2029 DD 11/15/99	12,922.30	129.5880	12,958.80	36.50
20,000.0000	WASTE MANAGEMENT INC 4.600% 03/01/2021 DD 02/28/11	22,475.40	113.0020	22,600.40	125.00
20,000.0000	ACTAVIS INC 1.875% 10/01/2017 DD 10/02/12	19,908.20	101.1660	20,233.20	325.00
10,000.0000	WELLPOINT INC 5.875% 06/15/2017 DD 06/08/07	11,676.30	117.7190	11,771.90	95.60
40,000.0000	WELLPOINT INC 7.000% 02/15/2019 DD 02/05/09	49,666.00	125.0600	50,024.00	358.00
40,000.0000	WELLPOINT INC 3.700% 08/15/2021 DD 08/15/11	41,512.40	105.6080	42,243.20	730.80
30,000.0000	WELLPOINT INC 3.125% 05/15/2022 DD 05/07/12	29,846.40	100.6780	30,203.40	357.00



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20,000.0000	WELLPOINT INC 1.250% 09/10/2015 DD 09/10/12	19,991.80	100.8270	20,165.40	173.60
24,000.0000	WILLIAMS COS INC/THE 7.500% 01/15/2031 DD 01/17/01	28,804.08	122.7550	29,461.20	657.12
26,000.0000	WILLIAMS COS INC/THE 7.750% 06/15/2031 DD 06/13/01	31,673.46	124.5930	32,394.18	720.72
33,000.0000	WILLIAMS COS INC/THE 7.875% 09/01/2021 DD 08/21/01	41,124.93	127.7780	42,166.74	1,041.81
5,000.0000	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	6,591.60	134.6320	6,731.60	140.00
10,000.0000	XSTRATA FINANCE CANADA LT 144A 5.800% 11/15/2016 DD 11/15/06	11,404.90	113.8520	11,385.20	19.70-
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/23/2015 DD 10/25/12	70,057.50	101.1360	70,795.20	737.70
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/25/2017 DD 10/25/12	70,012.40	101.3610	70,952.70	940.30
10,000.0000	ZOETIS INC 144A 3.250% 02/01/2023 DD 01/28/13	9,989.00	101.4080	10,140.80	151.80
130,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 5.857% 11/30/2056 DD 05/17/07	125,664.70	0.0100	13.00	125,651.70-
270,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 12/28/2017 DD 12/21/07	0.00	0.0100	27.00	27.00
70,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 08/19/2065 DD 06/14/06	0.00	0.0100	7.00	7.00
TOTAL CORPORATE DEBT INSTRUMENTS		9,476,017.50		9,923,267.88	447,250.38



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<u>CORPORATE STOCK - COMMON</u>					
38,600.0000	NABORS INDUSTRIES LTD SHS	647,996.00	16.2200	626,092.00	21,904.00-
2,600.0000	PARTNERRE HLDGS LTD BERMUDA COM	176,514.00	93.1100	242,086.00	65,572.00
3,000.0000	CORE LABORATORIES N V	394,710.00	137.9200	413,760.00	19,050.00
304.0000	ORTHOPIX INTERNATIONAL NV	12,990.25	35.8700	10,904.48	2,085.77-
7,600.0000	AARON'S INC	228,912.00	28.6800	217,968.00	10,944.00-
5,650.0000	ABAXIS INC	261,164.51	47.3200	267,358.00	6,193.49
45,950.0000	ACACIA RESEARCH - ACACIA TECHN	1,519,900.48	30.1700	1,386,311.50	133,588.98-
5,400.0000	AGILENT TECHNOLOGIES INC	238,410.00	41.9700	226,638.00	11,772.00-
9,175.0000	AGRIUM INC	792,444.75	97.5000	894,562.50	102,117.75
8,600.0000	AKAMAI TECHNOLOGIES INC	343,846.00	35.3200	303,752.00	40,094.00-
9,000.0000	ALLEGHENY TECHNOLOGIES INC	269,010.00	31.7100	285,390.00	16,380.00
1,240.0000	AMERCO	154,204.99	173.5400	215,189.60	60,984.61
10,880.0000	AMERICAN VANGUARD CORP	356,796.15	30.5400	332,275.20	24,520.95-
5,470.0000	AMERISOURCEBERGEN CORP	263,950.90	51.4500	281,431.50	17,480.60
10,271.0000	AMSURG CORP	288,024.46	33.6400	345,516.44	57,491.98
4,200.0000	ANSYS INC	307,078.80	81.4200	341,964.00	34,885.20



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7,500.0000	AUTODESK INC	281,576.00	41.2500	309,375.00	27,799.00
5,133.0000	BALCHEM CORP	216,972.90	43.9400	225,544.02	8,571.12
38,700.0000	BANK OF THE OZARKS INC	1,209,762.00	44.3500	1,716,345.00	506,583.00
2,100.0000	CR BARD INC	213,144.00	100.7800	211,638.00	1,506.00-
7,490.0000	BEACON ROOFING SUPPLY INC	192,942.41	38.6600	289,563.40	96,620.99
2,000.0000	BIO-RAD LABORATORIES INC	227,400.00	126.0000	252,000.00	24,600.00
6,793.0000	BLUE NILE INC	251,177.19	34.4500	234,018.85	17,158.34-
4,500.0000	BORGWARNER INC	340,335.00	77.3400	348,030.00	7,695.00
2,600.0000	BOSTON PROPERTIES INC	280,358.00	101.0600	262,756.00	17,602.00-
16,100.0000	CSX CORP	336,834.90	24.6300	396,543.00	59,708.10
23,439.0000	CALAMP CORP	212,252.80	10.9700	257,125.83	44,873.03
11,246.0000	CAMBREX CORP	133,503.19	12.7900	143,836.34	10,333.15
11,325.0000	CANADIAN NATIONAL RAILWAY CO	899,544.75	100.3000	1,135,897.50	236,352.75
8,400.0000	CANADIAN NATURAL RESOURCES LTD	278,712.00	32.1300	269,892.00	8,820.00-
12,725.0000	CANADIAN PACIFIC RAILWAY LTD	966,463.75	130.4700	1,660,230.75	693,767.00
4,300.0000	COACH INC	263,337.00	49.9900	214,957.00	48,380.00-
19,200.0000	COHERENT INC	945,213.52	56.7400	1,089,408.00	144,194.48
16,240.0000	CONCEPTUS INC	239,438.31	24.1500	392,196.00	152,757.69



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3,068.0000	CORPORATE EXECUTIVE BOARD CO/IT	131,954.69	58.1600	178,434.88	46,480.19
4,300.0000	COVANCE INC	278,611.00	74.3200	319,576.00	40,965.00
7,760.0000	CUBIST PHARMACEUTICALS INC	329,474.92	46.8200	363,323.20	33,848.28
5,310.0000	CYBERONICS INC	227,890.18	46.8000	248,508.00	20,617.82
25,700.0000	DR HORTON INC	553,934.92	24.3000	624,510.00	70,575.08
6,000.0000	DARDEN RESTAURANTS INC	272,280.00	51.6800	310,080.00	37,800.00
17,560.0000	DIODES INC	387,955.11	20.9800	368,408.80	19,546.31-
9,160.0000	DREW INDUSTRIES INC	335,942.36	36.3100	332,599.60	3,342.76-
4,000.0000	DRIL-QUIP INC	263,168.51	87.1700	348,680.00	85,511.49
1,450.0000	EAGLE MATERIALS INC	51,250.43	66.6300	96,613.50	45,363.07
6,600.0000	EASTMAN CHEMICAL CO	470,052.00	69.8700	461,142.00	8,910.00-
10,100.0000	EATON VANCE CORP	351,926.86	41.8300	422,483.00	70,556.14
29,630.0000	8X8 INC	206,903.81	6.8500	202,985.50	3,938.31-
6,140.0000	ELIZABETH ARDEN INC	214,777.20	40.2500	247,135.00	32,357.80
8,112.0000	EMCOR GROUP INC	225,012.85	42.3900	343,867.68	118,854.83
9,800.0000	ENERSYS	348,624.67	45.6800	446,684.00	98,059.33
37,987.0000	ENTEGRIS INC	344,537.56	9.8600	374,551.82	30,014.26
17,300.0000	FEI CO	850,793.89	64.5500	1,116,715.00	265,921.11



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,375.0000	FINNING INTERNATIONAL INC	38,060.00	24.6800	33,935.00	4,125.00-
38,800.0000	FIRST FINANCIAL BANCORP	668,165.60	16.0500	622,740.00	45,425.60-
8,480.0000	FORWARD AIR CORP	312,544.62	37.2900	316,219.20	3,674.58
5,300.0000	GATX CORP	246,597.00	51.9700	275,441.00	28,844.00
3,200.0000	GENERAL DYNAMICS CORP	226,112.00	70.5100	225,632.00	480.00-
5,867.0000	GREENHILL & CO INC	284,244.64	53.3800	313,180.46	28,935.82
9,234.0000	HNI CORP	267,389.81	35.4900	327,714.66	60,324.85
7,700.0000	HAEMONETICS CORP	268,268.01	41.6600	320,782.00	52,513.99
4,340.0000	HAIN CELESTIAL GROUP INC/THE	190,135.41	61.0800	265,087.20	74,951.79
7,300.0000	HARSCO CORP	181,405.00	24.7700	180,821.00	584.00-
13,630.0000	HEALTHCARE SERVICES GROUP INC	287,203.32	25.6300	349,336.90	62,133.58
34,300.0000	JACK HENRY & ASSOCIATES INC	1,170,316.00	46.2100	1,585,003.00	414,687.00
13,794.0000	IXIA	218,047.50	21.6400	298,502.16	80,454.66
5,700.0000	INTEGRYS ENERGY GROUP INC	309,571.00	58.1600	331,512.00	21,941.00
9,500.0000	INTERNATIONAL RECTIFIER CORP	181,735.00	21.1500	200,925.00	19,190.00
6,400.0000	JOY GLOBAL INC	441,664.00	59.5200	380,928.00	60,736.00-
27,300.0000	KEYCORP	253,344.00	9.9600	271,908.00	18,564.00
68,032.0000	LATTICE SEMICONDUCTOR CORP	374,261.62	5.4550	371,114.56	3,147.06-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
31,274.0000	LEAPFROG ENTERPRISES INC	278,789.98	8.5600	267,705.44	11,084.54-
3,720.0000	LINDSAY CORP	316,272.79	88.1800	328,029.60	11,756.81
4,413.0000	LITHIA MOTORS INC	115,620.67	47.4800	209,529.24	93,908.57
27,525.0000	STEVEN MADDEN LTD	1,147,679.15	43.2280	1,189,850.70	42,171.55
12,000.0000	MAXIMUS INC	589,415.55	79.9700	959,640.00	370,224.45
463.0000	MEDICAL RES INC COM	0.00	0.0000	0.00	0.00
7,550.0000	MEDICINES CO/THE	151,528.51	33.4100	252,245.50	100,716.99
19,159.0000	MENTOR GRAPHICS CORP	286,687.36	18.0500	345,819.95	59,132.59
11,590.0000	MOLINA HEALTHCARE INC	380,674.65	30.8700	357,783.30	22,891.35-
6,510.0000	MUELLER INDUSTRIES INC	294,960.09	53.2900	346,917.90	51,957.81
19,112.0000	MULTIMEDIA GAMES HLDG CO INC	293,817.50	20.8700	398,867.44	105,049.94
3,700.0000	MURPHY OIL CORP	226,856.00	63.7300	235,801.00	8,945.00
6,900.0000	NEWFIELD EXPLORATION CO	197,616.00	22.4200	154,698.00	42,918.00-
17,690.0000	OMNICELL INC	273,128.23	18.8800	333,987.20	60,858.97
15,064.0000	ON ASSIGNMENT INC	288,374.43	25.3100	381,269.84	92,895.41
7,700.0000	ONEOK INC	361,486.90	47.6700	367,059.00	5,572.10
45,899.0000	ORASURE TECHNOLOGIES INC	478,127.02	5.4000	247,854.60	230,272.42-
107,200.0000	ORIENTAL FINANCIAL GROUP INC	1,297,120.00	15.5100	1,662,672.00	365,552.00



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6,876.0000	OXFORD INDUSTRIES INC	341,709.72	53.1000	365,115.60	23,405.88
5,132.0000	PAREXEL INTERNATIONAL CORP	138,410.05	39.5400	202,919.28	64,509.23
38,817.0000	PIER 1 IMPORTS INC	705,693.10	23.0000	892,791.00	187,097.90
14,887.0000	PINNACLE FINANCIAL PARTNERS IN	272,618.28	23.3600	347,760.32	75,142.04
5,343.0000	PLANTRONICS INC	230,337.13	44.1900	236,107.17	5,770.04
18,420.0000	POTASH CORP OF SASKATCHEWAN IN	841,609.80	39.2500	722,985.00	118,624.80-
4,530.0000	PRICESMART INC	369,641.43	77.8300	352,569.90	17,071.53-
21,090.0000	PRIVATEBANCORP INC	319,935.30	18.8900	398,390.10	78,454.80
11,800.0000	PROGRESSIVE CORP/THE	268,096.00	25.2700	298,186.00	30,090.00
8,200.0000	PROTECTIVE LIFE CORP	253,954.00	35.8000	293,560.00	39,606.00
22,850.0000	QUESTCOR PHARMACEUTICALS INC	644,259.35	32.5400	743,539.00	99,279.65
13,788.0000	QUIDEL CORP	253,285.61	23.7500	327,465.00	74,179.39
8,800.0000	RAYMOND JAMES FINANCIAL INC	372,274.00	46.1000	405,680.00	33,406.00
13,000.0000	REPUBLIC SERVICES INC	397,940.00	33.0000	429,000.00	31,060.00
2,900.0000	SBA COMMUNICATIONS CORP	206,770.00	72.0000	208,800.00	2,030.00
52,100.0000	SANTARUS INC	675,679.78	17.3300	902,893.00	227,213.22
9,800.0000	SCHLUMBERGER LTD	685,314.00	74.8900	733,922.00	48,608.00
4,700.0000	SCOTTS MIRACLE-GRO CO/THE	211,703.60	43.2400	203,228.00	8,475.60-



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15,500.0000	SEALED AIR CORP	291,400.00	24.1100	373,705.00	82,305.00
18,153.0000	SINCLAIR BROADCAST GROUP INC	194,376.82	20.2900	368,324.37	173,947.55
17,914.0000	SKECHERS U.S.A. INC	366,766.55	21.1500	378,881.10	12,114.55
22,050.0000	SNAP-ON INC	1,453,855.00	82.7000	1,823,535.00	369,680.00
5,110.0000	SOVRAN SELF STORAGE INC	290,810.35	64.4900	329,543.90	38,733.55
47,500.0000	STEELCASE INC	466,262.74	14.7300	699,675.00	233,412.26
9,520.0000	STERIS CORP	323,756.37	41.6100	396,127.20	72,370.83
7,720.0000	SUN COMMUNITIES INC	346,772.70	49.3300	380,827.60	34,054.90
7,600.0000	SYNOPSYS INC	245,351.90	35.8800	272,688.00	27,336.10
12,100.0000	TJX COS INC	541,597.00	46.7500	565,675.00	24,078.00
9,600.0000	TALISMAN ENERGY INC	120,960.00	12.2500	117,600.00	3,360.00-
8,500.0000	TECK RESOURCES LTD	303,110.00	28.1600	239,360.00	63,750.00-
19,650.0000	THOR INDUSTRIES INC	678,906.83	36.7900	722,923.50	44,016.67
18,900.0000	TUPPERWARE BRANDS CORP	1,168,931.85	81.7400	1,544,886.00	375,954.15
27,400.0000	UMB FINANCIAL CORP	1,225,739.00	49.0700	1,344,518.00	118,779.00
5,000.0000	URS CORP	204,150.00	47.4100	237,050.00	32,900.00
33,800.0000	ULTRATECH INC	1,006,845.90	39.5300	1,336,114.00	329,268.10
2,950.0000	VAIL RESORTS INC	166,092.79	62.3200	183,844.00	17,751.21



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7,600.0000	VALSPAR CORP/THE	509,523.91	62.2500	473,100.00	36,423.91-
4,470.0000	VALUECLICK INC	96,767.45	29.5600	132,133.20	35,365.75
15,400.0000	VEECO INSTRUMENTS INC	484,451.94	38.4100	591,514.00	107,062.06
29,570.0000	WABASH NATIONAL CORP	283,680.00	10.1600	300,431.20	16,751.20
13,600.0000	WABTEC CORP/DE	1,032,752.60	102.1100	1,388,696.00	355,943.40
4,900.0000	WHITING PETROLEUM CORP	236,670.00	50.8400	249,116.00	12,446.00
9,300.0000	XILINX INC	345,681.00	38.1700	354,981.00	9,300.00
15,040.0000	ALKERMES PLC	284,489.41	23.7000	356,448.00	71,958.59
11,645.0000	ENERGY XXI BERMUDA LTD	393,401.88	27.2200	316,976.90	76,424.98-
8,600.0000	EATON CORP PLC	442,728.00	61.2500	526,750.00	84,022.00
11,000.0000	INGERSOLL-RAND PUBLIC LIMITED COMPANY	454,850.00	55.0100	605,110.00	150,260.00
6,530.0000	JAZZ PHARMACEUTICALS PLC	329,108.62	55.9100	365,092.30	35,983.68
46,900.0000	WEATHERFORD INTERNATIONAL LTD REG	707,721.00	12.1400	569,366.00	138,355.00-
20,700.0000	NOBLE CORPORATION BAAR NAMEN-AKT CHF3.28	775,629.00	38.1500	789,705.00	14,076.00
8,500.0000	TRANSOCEAN LTD ZUG NAMEN-AKT	464,950.00	51.9600	441,660.00	23,290.00-
10,900.0000	UBS AG SHS NEW	152,818.00	15.3900	167,751.00	14,933.00
18,623.0000	AVG TECHNOLOGIES	257,852.63	13.9200	259,232.16	1,379.53



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18,500.0000	ACTIVISION BLIZZARD INC	210,456.01	14.5700	269,545.00	59,088.99
9,250.0000	ALLIED NEVADA GOLD CORP	292,798.01	16.4600	152,255.00	140,543.01-
7,900.0000	AMERICAN TOWER CORP	626,612.00	76.9200	607,668.00	18,944.00-
30,600.0000	AMTRUST FINANCIAL SERVICES INC	987,904.28	34.6500	1,060,290.00	72,385.72
10,703.0000	ANN INC	332,539.79	29.0200	310,601.06	21,938.73-
7,590.0000	ANNIE'S INC	304,902.28	38.2600	290,393.40	14,508.88-
14,360.0000	ARUBA NETWORKS INC	330,590.43	24.7400	355,266.40	24,675.97
11,210.0000	ASPEN TECHNOLOGY INC	230,141.31	32.2900	361,970.90	131,829.59
5,200.0000	AXA SA ADR	86,075.60	17.2200	89,544.00	3,468.40
5,637.0000	AXIALL CORP	260,605.01	62.1600	350,395.92	89,790.91
5,500.0000	BASF SE ADR	480,403.00	87.7290	482,509.50	2,106.50
20,399.0000	BANKRATE INC	403,201.79	11.9400	243,564.06	159,637.73-
14,250.0000	BHP BILLITON LTD ADR	1,044,589.41	68.4300	975,127.50	69,461.91-
20,430.0000	BIOSCRIP INC	147,087.66	12.7100	259,665.30	112,577.64
4,651.0000	BRISTOW GROUP INC	280,393.99	65.9400	306,686.94	26,292.95
6,650.0000	BRITISH AMERICAN TOBACCO PLC ADR	673,113.00	107.0500	711,882.50	38,769.50



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9,340.0000	BROADSOFT INC	338,236.33	26.4700	247,229.80	91,006.53-
6,200.0000	BROOKFIELD ASSET MANAGEMENT IN	195,734.00	36.4900	226,238.00	30,504.00
15,400.0000	CBRE GROUP INC	316,470.00	25.2500	388,850.00	72,380.00
6,800.0000	CHART INDUSTRIES INC	498,644.00	80.0100	544,068.00	45,424.00
9,570.0000	COHEN & STEERS INC	326,034.77	36.0700	345,189.90	19,155.13
3,670.0000	COMMVAULT SYSTEMS INC	191,868.24	82.0000	300,940.00	109,071.76
3,800.0000	CUMMINS INC	439,242.00	115.8100	440,078.00	836.00
19,453.0000	DFC GLOBAL CORP	364,989.76	16.6400	323,697.92	41,291.84-
9,680.0000	DANA HOLDING CORP	147,222.24	17.8300	172,594.40	25,372.16
5,430.0000	DEALERTRACK TECHNOLOGY	161,321.66	29.3800	159,533.40	1,788.26-
39,604.0000	DEMAND MEDIA INC	361,804.38	8.6300	341,782.52	20,021.86-
7,250.0000	DIAGEO PLC ADR	699,625.00	125.8400	912,340.00	212,715.00
18,475.0000	DRESSER-RAND GROUP INC	928,430.59	61.6600	1,139,168.50	210,737.91
6,800.0000	ECHOSTAR CORP	259,623.39	38.9700	264,996.00	5,372.61
14,147.0000	EPAM SYSTEMS INC	266,037.85	23.2300	328,634.81	62,596.96
5,900.0000	EXPRESS SCRIPTS HOLDING CO	325,385.00	57.6200	339,958.00	14,573.00
1,720.0000	FIBRIA CELULOSE SA	14,430.80	12.0700	20,760.40	6,329.60
11,974.0000	FIRST AMERICAN FINANCIAL CORP	224,973.48	25.5700	306,175.18	81,201.70



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11,640.0000	FRANCESCAS HOLDINGS CORP	349,809.86	28.7200	334,300.80	15,509.06-
10,403.0000	GENERAC HOLDINGS INC	370,514.03	35.3400	367,642.02	2,872.01-
27,444.0000	GENTHERM INC COM	413,326.76	16.3800	449,532.72	36,205.96
15,764.0000	GRAND CANYON EDUCATION INC	384,904.93	25.3900	400,247.96	15,343.03
42,135.0000	GRAPHIC PACKAGING HOLDING CO	300,377.39	7.4900	315,591.15	15,213.76
5,577.0000	H&E EQUIPMENT SERVICES INC	112,160.09	20.4000	113,770.80	1,610.71
6,010.0000	HSN INC	330,870.60	54.8600	329,708.60	1,162.00-
19,400.0000	HELIX ENERGY SOLUTIONS GROUP I	439,410.00	22.8800	443,872.00	4,462.00
46,680.0000	HERCULES OFFSHORE INC	214,790.19	7.4200	346,365.60	131,575.41
17,000.0000	IPG PHOTONICS CORP	955,344.00	66.4100	1,128,970.00	173,626.00
9,800.0000	INNOSPEC INC	353,045.25	44.2800	433,944.00	80,898.75
6,300.0000	INNOPHOS HOLDINGS INC	315,756.02	54.5900	343,917.00	28,160.98
2,600.0000	INTERCONTINENTALEXCHANGE INC	347,507.60	163.0700	423,982.00	76,474.40
15,690.0000	INTERVAL LEISURE GROUP INC	288,702.27	21.7400	341,100.60	52,398.33
8,100.0000	INTUIT INC	515,742.00	65.6600	531,846.00	16,104.00
14,084.0000	INVENSENSE INC	181,739.64	10.6800	150,417.12	31,322.52-
9,623.0000	J2 GLOBAL INC	295,798.71	39.2100	377,317.83	81,519.12
5,080.0000	KAISER ALUMINUM CORP	324,943.81	64.6500	328,422.00	3,478.19



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44,340.0000	KODIAK OIL & GAS CORP	410,175.01	9.0900	403,050.60	7,124.41-
7,300.0000	LIQUIDITY SERVICES INC	330,748.70	29.8100	217,613.00	113,135.70-
5,000.0000	MANULIFE FINANCIAL CORP	67,750.00	14.7200	73,600.00	5,850.00
17,360.0000	MEDASSETS INC	305,710.72	19.2500	334,180.00	28,469.28
2,600.0000	MEDNAX INC	223,418.00	89.6300	233,038.00	9,620.00
640.0000	MICRO STRATEGY INC WTS TO PUR COM 06/24/2007	6.40	0.0100	6.40	0.00
4,180.0000	NATIONSTAR MORTGAGE HOLDINGS I	164,289.06	36.9000	154,242.00	10,047.06-
12,250.0000	NESTLE SA ADR	769,814.50	72.4960	888,076.00	118,261.50
7,700.0000	NOVARTIS AG ADR	426,657.00	71.2400	548,548.00	121,891.00
20,700.0000	PACWEST BANCORP	578,565.70	29.1100	602,577.00	24,011.30
8,205.0000	POOL CORP	356,577.12	48.0000	393,840.00	37,262.88
10,650.0000	PRESTIGE BRANDS HOLDINGS INC	147,469.25	25.6900	273,598.50	126,129.25
11,850.0000	PRIMORIS SERVICES CORP	167,839.09	22.1100	262,003.50	94,164.41
7,888.0000	PROTO LABS INC	285,671.88	49.1000	387,300.80	101,628.92
4,400.0000	REINSURANCE GROUP OF AMERICA I	246,840.00	59.6700	262,548.00	15,708.00
17,225.0000	RIO TINTO PLC ADR	947,615.35	47.0800	810,953.00	136,662.35-



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9,452.0000	SS&C TECHNOLOGIES HOLDINGS INC	259,774.16	29.9800	283,370.96	23,596.80
14,900.0000	SIRONA DENTAL SYSTEMS INC	767,946.00	73.7300	1,098,577.00	330,631.00
12,934.0000	SPIRIT AIRLINES INC	229,489.18	25.3600	328,006.24	98,517.06
37,200.0000	STANTEC INC	1,184,448.00	43.9700	1,635,684.00	451,236.00
16,000.0000	SUNCOR ENERGY INC	523,200.00	30.0100	480,160.00	43,040.00-
6,980.0000	SUSSER HOLDINGS CORP	264,026.79	51.1100	356,747.80	92,721.01
8,025.0000	TEAM HEALTH HOLDINGS INC	238,715.70	36.3800	291,949.50	53,233.80
14,400.0000	TENARIS SA ADR	550,512.00	40.7800	587,232.00	36,720.00
14,753.0000	THERMON GROUP HOLDINGS INC	343,359.48	22.2100	327,664.13	15,695.35-
9,228.0000	TRIMAS CORP	285,253.31	32.4700	299,633.16	14,379.85
17,335.0000	US AIRWAYS GROUP INC	255,393.59	16.9700	294,174.95	38,781.36
16,300.0000	UNILEVER NV	554,689.00	41.0000	668,300.00	113,611.00
22,800.0000	US ECOLOGY INC	578,501.53	26.5500	605,340.00	26,838.47
36,450.0000	VALE SA ADR	808,081.14	17.2900	630,220.50	177,860.64-
12,466.0000	VOCERA COMMUNICATIONS INC	322,762.66	23.0000	286,718.00	36,044.66-
6,650.0000	WAGeworks INC	163,390.50	25.0300	166,449.50	3,059.00
20,150.0000	WEB.COM GROUP INC	293,972.83	17.0800	344,162.00	50,189.17



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
8,799.0000	WESTERN REFINING INC	303,362.90	35.4100	311,572.59	8,209.69
4,592.0000	WEX INC	354,648.77	78.5000	360,472.00	5,823.23
500.0000	YARA INTERNATIONAL ASA ADR	23,807.50	45.3670	22,683.50	1,124.00-
4,018,143.2200	AUDAX MEZZANINE FUND III LP	3,960,738.34	1.0000	4,018,143.22	57,404.88
2,972,612.0000	ASIA ALTERNATIVES TAX EXEMPT	3,083,649.72	1.0000	2,972,612.00	111,037.72-
	TOTAL CORPORATE STOCK - COMMON	96,350,324.81		107,591,194.90	11,240,870.09
<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>					
572,731.0000	ADAMS STREET DIRECT FUND LP	534,149.71	1.0000	572,731.00	38,581.29
812,190.0000	ADAMS STREET NON US DEV MKT FUND	752,779.00	1.0000	812,190.00	59,411.00
1,752,912.0000	ADAMS SREET US FUND LP	1,616,173.00	1.0000	1,752,912.00	136,739.00
4,500.0000	WESTERN TECH VENTURE LENDING & LEASING VI	4,545,987.50	1,003.2200	4,514,490.00	31,497.50-
1,731,660.1000	ENERGY SPECTRUM PARTNERS VI	1,318,070.59	1.0000	1,731,660.10	413,589.51
7,534,578.9600	ENERGY FUND XV-A LP	6,880,171.73	1.0000	7,534,578.96	654,407.23
198,084.0000	ADAMS STREET NON US EMERGING MARKETS FUND	206,406.56	1.0000	198,084.00	8,322.56-
14,118,267.0000	SIGULER GUFF DIST OPP FD IV	13,009,207.00	1.0000	14,118,267.00	1,109,060.00
9,768,466.3600	INDUSTRY VENTURES VI	7,635,893.36	1.0000	9,768,466.36	2,132,573.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,211,034.0000	VISTA EQUITY PARTNERS FUND IV LP	6,919,514.00	1.0000	7,211,034.00	291,520.00
1,558,397.0200	PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND V L P	1,564,627.54	1.0000	1,558,397.02	6,230.52-
123,290.0000	ASIA ALTERNATIVE DELAWARE III LP	142,782.00	1.0000	123,290.00	19,492.00-
750.0000	VENTURE LENDING & LEASING VII LLC	750,000.00	950.4900	712,867.50	37,132.50-
3,958,391.0000	THE REALTY ASSOCIATES FUND X UTP LP	4,000,000.00	1.0000	3,958,391.00	41,609.00-
23,514,080.0000	GMO MULTI STRATEGY FD OFFSHORE CLASS E	21,824,231.99	1.0000	23,514,080.00	1,689,848.01
533,441.0900	RREEF AMERICA II	43,704,752.22	85.4586	45,587,153.81	1,882,401.59
4,185,330.3480	WELLINGTON CIF DIVERSIFIED INFLATION HEDGE FUND	65,010,607.94	15.3300	64,161,114.23	849,493.71-
38,446,522.0000	GROSVENOR INSTL PARTNERS LP	35,304,835.00	1.0000	38,446,522.00	3,141,687.00
12,001,312.4500	SIGULER GUFF LP	11,024,148.45	1.0000	12,001,312.45	977,164.00
5,730,610.0000	LANDMARK EQUITY PARTNERS XIV LP	5,809,848.23	1.0000	5,730,610.00	79,238.23-
7,507,667.0000	PANTHEON GLOBAL SECONDARY FD IV LP	6,088,976.00	1.0000	7,507,667.00	1,418,691.00
TOTAL PARTNERSHIP/JOINT VENTURE INTEREST		238,643,161.82		251,515,818.43	12,872,656.61



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
OTHER INVESTMENTS					
6,446,000.0000	MEXICAN BONOS 6.500% 06/09/2022	547,406.58	9.0215	581,530.90	34,124.32
2,890,000.0000	MEXICAN BONOS 8.000% 06/11/2020	253,649.26	9.6644	279,302.85	25,653.59
190,000.0000	SVENSK EXPORTKREDIT AB 1.750% 10/20/2015 DD 10/20/10	191,898.10	102.8100	195,339.00	3,440.90
100,000.0000	FLORIDA EDUCNL LOAN MARKETING VAR RT 12/01/2036 DD 01/14/03	75,000.00	88.9993	88,999.30	13,999.30
150,000.0000	JAPAN BANK FOR INTERNATIONAL C 2.875% 02/02/2015 DD 02/02/10	158,217.00	104.3290	156,493.50	1,723.50-
100,000.0000	JAPAN FINANCE ORGANIZATION FOR 4.000% 01/13/2021 DD 01/13/11	110,883.00	115.0860	115,086.00	4,203.00
70,000.0000	PROVINCE OF ONTARIO CANADA 0.950% 05/26/2015 DD 05/24/12	69,985.30	100.9260	70,648.20	662.90
100,000.0000	PENNSYLVANIA ST HGR EDU ASSIST VAR RT 05/01/2046 DD 05/17/06	92,510.00	95.4125	95,412.50	2,902.50
225,000.0000	PENNSYLVANIA ST HGR EDU ASSIST VAR RT 06/01/2047 DD 06/21/07	208,143.29	97.1493	218,585.93	10,442.64
12,000.0000	MEXICO GOVERNMENT INTERNATIONA 5.625% 01/15/2017 DD 03/10/06	13,878.00	115.0000	13,800.00	78.00-
18,000.0000	MEXICO GOVERNMENT INTERNATIONA 4.750% 03/08/2044 DD 03/08/12	20,520.00	103.7500	18,675.00	1,845.00-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
4.0000-	EURO-BOND FUTURE (EUX) EXP JUN 13	0.00	186.8237	12,584.18-	12,584.18-
13.0000-	US TREAS BD FUTURE (CBT) EXP JUN 13	0.00	144.4687	17,398.43-	17,398.43-
17.0000	US 10 YR TREAS NTS FUT (CBT) EXP JUN 13	0.00	131.9843	18,523.45	18,523.45
15.0000	90DAY EURODOILLAR FUTURE (CME) EXP SEP 14	0.00	99.5100	712.50	712.50
15.0000-	90DAY EURODOILLAR FUTURE (CME) EXP SEP 15	0.00	99.2100	2,300.00-	2,300.00-
28.0000-	US 5YR TREAS NTS FUTURE (CBT) EXP JUN 13	0.00	124.0546	12,257.79-	12,257.79-
7.0000-	US 2YR TREAS NTS FUT (CBT) EXP JUN 13	0.00	110.2265	203.13-	203.13-
1.0000	US ULTRA BOND FUT (CBT) EXP JUN 13	0.00	157.5937	1,039.06-	1,039.06-
TOTAL OTHER INVESTMENTS		1,742,090.53		1,807,326.54	65,236.01
<u>WRITTEN OPTIONS</u>					
7.0000-	US 10 YR TREAS NTS FUT JUN 13 CALL JUN 13 133.000 ED 5/24/13	2,055.38-	40.6250	2,843.75-	788.37-
12.0000-	EURIBOR 2YR MID C FUT JUN 13 CALL JUN 13 099.500 ED 6/17/13	0.00	0.0770	2,311.38-	2,311.38-
5.0000-	3MO EURO EURIBOR SEP 13 CALL SEP 13 099.875 ED 9/16/13	0.00	0.0321	401.28-	401.28-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
6.0000-	EUROS 3YR MID-CRV FUT JUN 16 PUT JUN 13 098.125 ED 06/14/13	1,330.50-	0.0100	150.00-	1,180.50
TOTAL WRITTEN OPTIONS		3,385.88-		5,706.41-	2,320.53-
PURCHASE OPTIONS					
12.0000	EURIBOR 2YR MID C FUT JUN 13 CALL JUN 13 099.250 ED 6/17/13	0.00	0.2696	8,089.83	8,089.83
5.0000	3MO EURO EURIBOR SEP 13 CALL SEP 13 099.750 ED 9/16/13	0.00	0.0898	1,123.59	1,123.59
6.0000	EUROS 3YR MID-CRV FUT JUN 16 PUT JUN 13 098.375 ED 06/14/13	2,269.50	0.0300	450.00	1,819.50-
TOTAL PURCHASE OPTIONS		2,269.50		9,663.42	7,393.92
COMMON/COLLECTIVE TRUST					
401,152.3870	EB DV GLOBAL ALPHA I FUND	64,134,562.66	189.1078	75,861,065.83	11,726,503.17
264,466.2840	EB DV NSL INTL SIF	39,738,462.86	159.6176	42,213,477.50	2,475,014.64
418,737.0530	EB DV NSL AGG BIF	53,914,147.56	128.8393	53,949,823.97	35,676.41
81,449,801.3100	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	81,449,801.31	1.0000	81,449,801.31	0.00
28,338.1830	JP MORGAN STRATEGIC PROPERTY FUND	33,527,442.35	1,940.8351	54,999,740.24	21,472,297.89
37,097.0870	ENTRUST CAPITAL DIVERSIFIED FUND LTD	36,718,500.00	1,157.5550	42,941,920.99	6,223,420.99



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
326,229.7990	EB DV NSL LCG SIF	40,226,246.01	159.4100	52,004,314.77	11,778,068.76
331,855.8630	EB DV NSL LCV SIF	45,936,879.17	156.2114	51,839,669.29	5,902,790.12
3,372,409.9010	LOOMIS SAYLES CREDIT ASSET TRUST - CLASS B	43,016,008.03	17.8200	60,096,344.44	17,080,336.41
2,513,359.2700	PICTET EMERGING LOCAL CURRENCY DEBT FUND LLC	38,756,000.00	16.3638	41,128,269.28	2,372,269.28
21,012.2590	EB DV STOCK INDEX FUND	41,922,211.30	2,010.3745	42,242,509.87	320,298.57
1,084,758.2900	TBC EMERGING MARKETS EQUITY	71,859,050.00	58.4500	63,404,122.05	8,454,927.95-
	TOTAL COMMON/COLLECTIVE TRUST	591,199,311.25		662,131,059.54	70,931,748.29
<u>MASTER TRUSTS</u>					
226,944.1870	EB DV NSL LGE CAP SIF	47,471,372.96	230.4837	52,306,952.48	4,835,579.52
	TOTAL MASTER TRUSTS	47,471,372.96		52,306,952.48	4,835,579.52
<u>103-12 INVESTMENT ENTITIES</u>					
79,171.3680	WA FLTG RATE HI INCOME FD	868,189.52	17.9890	1,424,213.74	556,024.22
74,180.5150	WAMCO OPPORTUNISTIC US\$ HIGH YIELD SEC PORT LLC	1,216,380.44	27.5660	2,044,860.08	828,479.64
41,467.1830	WAMCO OPPORTUNISTIC INTL INVESTMENT GRADE SEC LLC	1,057,856.42	26.9120	1,115,964.83	58,108.41
	TOTAL 103-12 INVESTMENT ENTITIES	3,142,426.38		4,585,038.65	1,442,612.27



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>REGISTERED INVESTMENT COMPANIES</u>					
1,489.9310	VANGUARD 500 INDEX FUND	168,613.84	144.6100	215,458.92	46,845.08
2,133,746.6320	ARTISAN INTERNATIONAL FUND	42,865,904.13	26.2300	55,968,174.16	13,102,270.03
2,649,577.7290	GMO STRATEGIC OPPORTUNITIES AL	56,903,743.01	21.9200	58,078,743.82	1,175,000.81
8,294,490.8080	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	96,646,221.71	12.1600	100,861,008.23	4,214,786.52
278,067.3270	PAYDEN CORPORATE BOND FUND	2,855,556.76	11.3300	3,150,502.81	294,946.05
2,900,337.0060	PAYDEN CORE BOND FUND	30,149,411.77	10.9900	31,874,703.70	1,725,291.93
284,277.0820	PAYDEN EMERGING MARKETS BOND F	3,838,729.62	15.1200	4,298,269.48	459,539.86
751,827.7990	PAYDEN HIGH INCOME FUND	5,888,172.96	7.4000	5,563,525.71	324,647.25-
4,758,970.7820	PIMCO ALL ASSET FUND INSTITUTIO	56,011,679.33	12.5800	59,867,852.44	3,856,173.11
TOTAL REGISTERED INVESTMENT COMPANIES		295,328,033.13		319,878,239.27	24,550,206.14
GRAND TOTAL		1,322,057,175.65		1,448,481,677.32	35,468.28 C
					126,389,033.39 I
					126,424,501.67

**SCHEDULE OF ASSETS ACQUIRED AND
DISPOSED OF WITHIN THE PLAN YEAR**



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 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
10,000.0000	05950XAE6	BANC OF AMERICA COMMERCIA 5 A4 5.414% 09/10/2047 DD 10/01/06	11,394.53-	11,353.13
5,300,000.0000	99ZAH4G74	BARCLAYS CP REPO REPO 0.060% 02/04/2013 DD 02/01/13	5,300,000.00-	5,300,000.00
4,700,000.0000	99ZAH38Z3	BARCLAYS CP REPO REPO 0.080% 02/01/2013 DD 01/31/13	4,700,000.00-	4,700,000.00
5,180,000.0000	99ZAGRZF5	BARCLAYS CP REPO REPO 0.090% 04/12/2012 DD 04/11/12	5,180,000.00-	5,180,000.00
5,000,000.0000	99ZAHZMV5	BARCLAYS CP REPO REPO 0.110% 01/04/2013 DD 01/03/13	5,000,000.00-	5,000,000.00
3,000,000.0000	99ZAHXM73	BARCLAYS CP REPO REPO 0.110% 12/20/2012 DD 12/19/12	3,000,000.00-	3,000,000.00
5,100,000.0000	99ZAGQVE4	BARCLAYS CP REPO REPO 0.120% 04/04/2012 DD 04/03/12	5,100,000.00-	5,100,000.00
5,100,000.0000	99ZAGQZE6	BARCLAYS CP REPO REPO 0.120% 04/05/2012 DD 04/04/12	5,100,000.00-	5,100,000.00
5,100,000.0000	99ZAGRRJ6	BARCLAYS CP REPO REPO 0.120% 04/11/2012 DD 04/10/12	5,100,000.00-	5,100,000.00
5,317,000.0000	99ZAHX3M1	BARCLAYS CP REPO REPO 0.120% 12/24/2012 DD 12/21/12	5,317,000.00-	5,317,000.00
5,100,000.0000	99ZAGQ974	BARCLAYS CP REPO REPO 0.130% 04/09/2012 DD 04/05/12	5,100,000.00-	5,100,000.00
5,100,000.0000	99ZAGRG99	BARCLAYS CP REPO REPO 0.130% 04/10/2012 DD 04/09/12	5,100,000.00-	5,100,000.00



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 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
5,020,000.0000	99ZAGQNC7	BARCLAYS CP REPO REPO 0.150% 04/03/2012 DD 04/02/12	5,020,000.00-	5,020,000.00
3,000,000.0000	99ZAHWY49	BARCLAYS CP REPO REPO 0.150% 12/17/2012 DD 12/14/12	3,000,000.00-	3,000,000.00
3,000,000.0000	99ZAHXET4	BARCLAYS CP REPO REPO 0.150% 12/19/2012 DD 12/18/12	3,000,000.00-	3,000,000.00
5,000,000.0000	99ZAHZC61	BARCLAYS CP REPO REPO 0.160% 01/03/2013 DD 01/02/13	5,000,000.00-	5,000,000.00
5,288,000.0000	99ZAHJ3Z3	BARCLAYS CP REPO REPO 0.200% 10/02/2012 DD 10/01/12	5,288,000.00-	5,288,000.00
30,000.0000	62944TAE5	BLDG-RESIDENTIAL/COMMER 3.950% 09/15/2022 DD 09/10/12	29,948.10-	30,731.50
197,132.0470	22545MAD9	COMMERCIAL MORTGAGE PASS C4 A3 5.467% 09/15/2039 DD 09/01/06	224,584.22-	221,742.75
87,676.0100 **	12669GYY1	COUNTRYWIDE HOME LOAN MO 9 1A1 VAR RT 05/25/2035 DD 03/30/05	.00	60,469.03
12,026.0000	23317H102	DDR CORP	186,893.06-	186,523.26
12,908.3330	26441C204	DUKE ENERGY CORP NEW COM	762,477.74-	833,477.26
10,000.0000	29379VAW3	ENTERPRISE PRODUCTS OPERATING 4.850% 08/15/2042 DD 02/15/12	9,742.40-	10,306.20
10,000.0000	29379VAF0	ENTERPRISE PRODUCTS OPERATING 5.250% 01/31/2020 DD 10/05/09	11,357.70-	11,690.30
9.0000	EDF215C3S	EURO-BOBL FUTURE (EUX) EXP MAR 13	.00	16,031.31



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 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		* INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
4.0000	EDF306L2S	EURO-BUND FUTURE (EUX) EXP DEC 12	.00	1,476.06
237,695.6190	32052DAH4	FIRST HORIZON ALTERNAT FA8 1A8 VAR RT 02/25/2037 DD 12/25/06	125,462.97-	125,458.71
1,500,000.0000	99ZAGQV69	GREENWH CAT 2 REPO 0.120% 04/04/2012 DD 04/03/12	1,500,000.00-	1,500,000.00
1,580,000.0000	99ZAGQNH6	GREENWH CAT 2 REPO 0.130% 04/03/2012 DD 04/02/12	1,580,000.00-	1,580,000.00
1,320,000.0000	99ZAGRV36	GREENWH CAT 2 REPO 0.140% 04/12/2012 DD 04/11/12	1,320,000.00-	1,320,000.00
1,500,000.0000	99ZAGRGP4	GREENWH CAT 2 REPO 0.150% 04/10/2012 DD 04/09/12	1,500,000.00-	1,500,000.00
1,500,000.0000	99ZAGRAB1	GREENWH CAT 2 REPO 0.160% 04/09/2012 DD 04/05/12	1,500,000.00-	1,500,000.00
2,900,000.0000	99ZAHWYC1	GREENWH CAT 2 REPO 0.180% 12/17/2012 DD 12/14/12	2,900,000.00-	2,900,000.00
20,000.0000	45824TAG0	INTELSAT JACKSON HOLDINGS SA 7.500% 04/01/2021 DD 10/01/11	20,950.00-	21,450.00
30,000.0000	46629PAC2	JP MORGAN CHASE COMMER LDP9 A3 5.336% 05/15/2047 DD 12/01/06	33,846.09-	33,884.77
145.0300	57645NAC4	MASTR ADJUSTABLE RATE M 3 12A1 VAR RT 05/25/2047 DD 05/15/07	141.27	76.76-
10,000.0000 **	718546AA2	PHILLIPS 66 144A 4.300% 04/01/2022 DD 03/12/12	.00	10,242.10



BNY MELLON

TRDNFL NFLGCALL1000 5500

FINAL 120913

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT

2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13

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BERT BELL/PETE ROZELLE NFL RET
OVERALL COMPOSITE

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FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,500,000.0000	99ZAGQ2D8	RBS CITIZENS BANK REPO 0.150% 04/05/2012 DD 04/04/12	1,500,000.00-	1,500,000.00
1,400,000.0000	99ZAGRRF4	RBS CITIZENS BANK REPO 0.150% 04/11/2012 DD 04/10/12	1,400,000.00-	1,400,000.00
3,000,000.0000	99ZAHXM99	RBS CITIZENS BANK REPO 0.160% 12/20/2012 DD 12/19/12	3,000,000.00-	3,000,000.00
583,000.0000	99ZAHX3J8	RBS CITIZENS BANK REPO 0.170% 12/24/2012 DD 12/21/12	583,000.00-	583,000.00
3,000,000.0000	99ZAHXEX5	RBS CITIZENS BANK REPO 0.180% 12/19/2012 DD 12/18/12	3,000,000.00-	3,000,000.00
2,212,000.0000	99ZAHJ342	RBS CITIZENS BANK REPO 0.190% 10/02/2012 DD 10/01/12	2,212,000.00-	2,212,000.00
84,690.2000	758202AH8	REED ELSEVIER CAPITAL 3.125% 10/15/2022 DD 10/16/12	69,728.40-	83,358.06
3,406.0000	G7665A101	ROWAN COS PLC	120,717.33-	119,959.32
20,000.0000	79765RTK5	SAN FRANCISCO CALIF CITY & CNT 6.000% 11/01/2040 DD 08/04/10	24,133.80-	24,811.20
70,000.0000	913017BV0	UNITED TECHNOLOGIES CORP 3.100% 06/01/2022 DD 06/01/12	70,365.90-	74,225.40
15.0000	99F133L2A	US TREAS BD FUTURE (CBT) EXP DEC 12	.00	179.69
13.0000	99F133C3A	US TREAS BD FUTURE (CBT) EXP MAR 13	.00	58,929.70



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
 NFL GCALL10 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 5
 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		* INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
16.0000	99F13312A	US TREAS BD FUTURE (CBT) EXP SEP 12	.00	8,531.25-
6.0000	99F1339KA	US TREAS BD FUTURE DEC 12 CALL DEC 12 154.000 ED 112312	2,793.00	941.38-
5.0000	99F1339JS	US TREAS BD FUTURE DEC 12 CALL NOV 12 151.000 ED 102612	2,640.00	2,047.50-
6.0000	99F1339IR	US TREAS BD FUTURE DEC 12 CALL OCT 12 150.000 ED 9/21/12	2,886.75	300.75-
3.0000	99F1339WE	US TREAS BD FUTURE DEC 12 PUT DEC 12 143.000 ED 112312	1,865.25	619.13-
6.0000	99F1339WB	US TREAS BD FUTURE DEC 12 PUT DEC 12 145.000 ED 11/23/12	3,668.00	2,941.38-
5.0000	99F1339VB	US TREAS BD FUTURE DEC 12 PUT NOV 12 141.000 ED 10/26/12	2,874.38	94.38-
6.0000	99F1339UN	US TREAS BD FUTURE DEC 12 PUT OCT 12 142.000 ED 09/21/12	2,886.75	582.00-
5.0000	99F1339FZ	US TREAS BD FUTURE SEP 12 CALL JUL 12 151.000 ED 6/22/12	4,436.88	844.38-
5.0000	99F1339RC	US TREAS BD FUTURE SEP 12 PUT JUL 12 141.000 ED 06/22/12	2,390.00	485.00-
2.0000	99F1339RB	US TREAS BD FUTURE SEP 12 PUT JUL 12 147.000 ED 06/22/12	806.00	194.00-
7.0000	99F1339FD	US TREAS BOND FUTURE SEP 12 CALL JUL 12 150.000 ED 6/22/12	5,227.25	2,663.38-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 6
BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1.0000	99F700C3A	US ULTRA BOND (CBT) EXP MAR 13	.00	7,218.75-
38.0000	99F139L2A	US 10 YR TREAS NTS FUT (CBT) EXP DEC 12	.00	20,437.52
6.0000 **	99F1399QN	US 10 YR TREAS NTS FUT JUN 12 PUT JUN 12 128.000 ED 05/25/12	.00	2,832.00-
7.0000	99F1399QB	US 10 YR TREAS NTS FUT JUN 13 PUT JUN 13 127.000 ED 05/24/13	3,258.50	350.88-
23.0000	99F139I2A	US 10 YR TREAS NTS FUTURE(CBT) EXP SEP 12	.00	9,078.13
10.0000	99F1399AM	US 10YR TREAS NTS FUT MAR 13 CALL FEB 13 133.500 ED 1/25/13	2,688.75-	436.25
10.0000	99F1399AP	US 10YR TREAS NTS FUT MAR 13 CALL FEB 13 134.500 ED 1/25/13	3,938.75-	905.00
34.0000	99F139C3A	US 10YR TREAS NTS FUTURE (CBT) EXP MAR 13	.00	14,031.25-
7.0000	99F217L2A	US 2YR TREAS NTS FUT (CBT) EXP DEC 12	.00	281.24
7.0000	99F217C3A	US 2YR TREAS NTS FUT (CBT) EXP MAR 13	.00	984.37-
7.0000	99F217I2A	US 2YR TREAS NTS FUTURE (CBT) EXP SEP 12	.00	1,250.01-
48.0000	99F183I2A	US 5YR TREAS NTS FUT (CBT) EXP SEP 12	.00	33,031.26-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 7
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OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID * INDICATES PENDING SETTLEMENT	SECURITY DESCRIPTION ** INDICATES TRANSACTION PENDING IN PRIOR YEAR	COST	PROCEEDS
46.0000	99F183L2A	US 5YR TREAS NTS FUTURE (CBT) EXP DEC 12	.00	8,664.04-
41.0000	99F183C3A	US 5YR TREAS NTS FUTURE (CBT) EXP MAR 13	.00	3,328.16
20,000.0000	98212BAD5	WPX ENERGY INC 6.000% 01/15/2022 DD 11/14/11	20,000.00-	21,150.00
10.0000	99F167F3C	90DAY EURODOLLAR FUTURE (CME) EXP JUN 13	.00	237.50
.0000	99F167F4C	90DAY EURODOLLAR FUTURE (CME) EXP JUN 14	.00	87.50
10.0000	99F167F5C	90DAY EURODOLLAR FUTURE (CME) EXP JUN 15	.00	1,487.50
7.0000	99F167C3C	90DAY EURODOLLAR FUTURE (CME) EXP MAR 13	.00	4,900.00
7.0000	99F167C4C	90DAY EURODOLLAR FUTURE (CME) EXP MAR 14	.00	4,300.00-

SCHEDULE OF REPORTABLE TRANSACTIONS
Schedule H, Part IV, 4 (j)



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
 SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
 OF THE CURRENT VALUE OF THE PLAN ASSETS
 FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013
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NFL GCALL10
 BERT BELL/PETE ROZELLE NFL RET
 OVERALL COMPOSITE

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE: PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
17	8,872,458.11	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	105,006,268.91	.00	.00	.00
9	5,634,496.44	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	.00	67,611,000.00	63,923,916.30	3,687,083.70
157	12,198,967.52	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	12,198,967.52	.00	.00	.00
159	185,181,814.34	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	.00	185,181,814.34	185,181,814.34	.00
669	551,950,464.59	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	551,950,464.59	.00	.00	.00
796	479,441,983.27	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	479,441,983.27	479,441,983.27	.00
4	59,403,251.64	CASH ON DEPOSIT-CUSTODIAN	59,403,251.64	.00	.00	.00
3	54,583,314.32	CASH ON DEPOSIT-CUSTODIAN	.00	54,583,314.32	54,583,314.32	.00
5	59,871.16	EB DV STOCK INDEX FUND	110,749,995.77	.00	.00	.00
82	48,062.53	EB DV STOCK INDEX FUND	.00	85,812,756.53	81,262,133.15	4,550,623.38
6	102,610,052.00	COMMIT TO PUR MUTUAL FD	102,610,052.00	.00	.00	.00
6	102,610,052.00	COMMIT TO PUR MUTUAL FD	.00	102,610,052.00	102,610,052.00	.00



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT
BERT BELL/PETE ROZELLE NFL RET OF THE CURRENT VALUE OF THE PLAN ASSETS
OVERALL COMPOSITE FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013

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T6400

TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	5% VALUE:				GAIN/LOSS
			TRANSACTION EXPENSE	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	
S	173,002,508.00	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	.00	.00	173,002,508.00	173,002,508.00	.00
B	92,772,444.52	EB TEMPORARY INVESTMENT FD 11 0.105% 12/31/2040 DD 11/01/01	.00	92,772,444.52	.00	.00	.00

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 4a

**Certification of Funded Status
For the
Bert Bell/ Pete Rozelle NFL Player Retirement Plan**

Plan Sponsor: Retirement Board
Address: NFL Player Benefits
200 St. Paul Place, Suite 2420
Baltimore, MD 21202-2040
Telephone Number: 410-685-5069
EIN: 13-6043636
Plan Number: 001
Plan Year for which this
Certification is being made: April 1, 2012 – March 31, 2013

Certification Results

This is a certification of the status for The Bert Bell/ Pete Rozelle NFL Player Retirement Plan (the "Plan") prepared in accordance with Internal Revenue Code (IRC) Section 432 and relevant regulations.

The funded percentage of the Plan as of April 1, 2012 is estimated to be less than 80%. As of April 1, 2012 an Accumulated Funding Deficiency, as defined under IRC Section 431, is not projected to occur within the next seven plan years, the sum of the assets in the Plan plus the present value of the expected contributions for the next six plan years is expected to be greater than the present value of non-forfeitable benefits to be paid in the current plan year and the next six succeeding plan years, and the sum of the assets in the Plan plus the present value of expected contributions for the next four plan years is expected to be greater than the present value of benefits to be paid in the current plan year and the next four succeeding plan years.

A Funding Improvement Plan was adopted by the Plan on February 23, 2011. As of April 1, 2012, the Plan is making the scheduled progress in meeting the requirements of its Funding Improvement Plan.

Assumptions and Methods

The calculations performed for this certification used the census data, actuarial assumptions, and plan provisions which were used for the actuarial valuation as of April 1, 2011, except as noted below. Unaudited financial statements as of March 31, 2012 were used. Employer contributions were projected using the actuarial assumptions and methods stated in the applicable collective bargaining agreement. The terms of the current collective bargaining agreement are assumed to continue in effect for the succeeding plan years pursuant to IRC Section 432 and relevant regulations.

Certification

I hereby certify the plan's funded status for the plan year beginning April 1, 2012 in accordance with the provisions of the Pension Protection Act of 2006. I am an Enrolled Actuary and a Member of the American Academy of Actuaries and meet the Qualification Standards of the American Academy of Actuaries to render the actuarial opinion contained herein.

☐ Neither Endangered nor
Critical

(Green Zone)

☒ Endangered

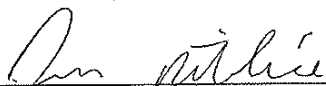
(Yellow Zone)

☐ Seriously Endangered

(Orange Zone)

☐ Critical

(Red Zone)


Signature of Actuary

6/29/12
Date

James E. Ritchie, A.S.A., E.A.
Name of Actuary

11-05643
Enrollment Number

Aon Hewitt
500 East Pratt Street
Baltimore, MD 21202
e-mail: James.Ritchie@aonhewitt.com

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 4a

Illustration Supporting Actuarial Certification of Status

I. *2012 Plan Year*

Valuation Date	04/01/2012
Funded Percentage	51.8%
Value of Assets	\$1,404,771,237
Value of Liabilities	\$2,712,117,198

II. An accumulated funding deficiency is not projected to exist in any of the next seven plan years.

III. The sum of the market value of assets and the present value of expected contributions over the next seven years is greater than the present value of benefit payments and administrative expenses over the next seven years.

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 4c

Illustration Supporting Scheduled Progress with Funding Improvement Plan

	<i>2013</i>	<i>2014</i>	<i>2015</i>	<i>2016</i>	<i>2017</i>	<i>2018</i>	<i>2019</i>	<i>2020</i>	<i>2021</i>
	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>
Valuation Date	04/01/2013	04/01/2014	04/01/2015	04/01/2016	04/01/2017	04/01/2018`	04/01/2019	04/01/2020	04/01/2021
Original FIP Funded Percentage	66%	65%	62%	61%	63%	67%	70%	73%	80%
Updated FIP Funded Percentage	49%	54%	61%	68%	73%	78%	81%	82%	83%

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Actuarial Assumptions and Actuarial Cost Method

Mortality Rates: RP-2000 Table projected to 2020**Disability Mortality Before Age 65:** RP-2000 Table, disabled mortality**Nonfootball Disability Rates Before Retirement:**

<u>Age</u>	<u>Rate*</u>
22	.19%
27	.19%
32	.19%
37	.26%
42	.45%
47	.90%
52	2.06%
57	4.28%
62	12.19%

*Rounded

Football Disability Rates: .35% per year for active players and .28% per year for inactive players up to 15 years after the player's last Credited Season after which it becomes zero.

<u>Line-of-Duty Rates:</u>	<u>Age</u>	<u>Rate</u>
	25 – 29	1.25%
	30 – 39	5.00%
	40 – 44	2.50%
	45+	0.00%

Withdrawal Rates:

<u>For Players With Service of</u>	<u>Rate</u>
1 year	19.5%
2 years	11.0%
3 years	16.5%
4 years	15.8%
5 years	17.4%
6 years	18.4%
7 years	19.9%
8 years	21.4%
9 years	24.6%
10 years	26.2%
11 years	28.2%
12 years	30.5%
13 years	35.6%
14 years	37.2%
15 years	42.5%
16 years	55.8%
17 years	68.7%
18 years	78.6%
19 years	90.6%
20 years	100.0%

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Actuarial Assumptions and Actuarial Cost Method
(continued)

Election of Early Payment Benefit: 35% of all players will elect the benefit at termination. No assumption is made for a player who does not have a Credited Season before 1993.

<u>Retirement Age:</u>	<u>Age</u>	<u>Player with Pre-93 Season Rate</u>	<u>Player without Pre-93 Season Rate</u>
	45	15%	0%
	46 – 49	3%	0%
	50 – 54	2%	0%
	55	25%	50%
	56 – 59	5%	5%
	60	10%	10%
	61	5%	5%
	62 – 63	10%	10%
	64	25%	25%
	65	100%	100%

Percent Married: Social Security Awards in 1972

Age of Player's Wife: Three years younger than player

Remarriage Rates: 1980 Railroad Retirement Board rates

Net Investment Return: 7.25%

Administrative Expenses: \$12,956,046. This amount was the actual administrative expenses during the preceding year.

Funding Method: The unit credit cost method is used. The liabilities of the plan are calculated as the present value of all benefits that have been accrued or earned under the plan year as of the first day of the plan year, based on the players' current number of credited seasons. The plan's normal cost is the present value of all benefits expected to accrue or be earned under the plan during the plan year plus certain administrative expense.

Actuarial Value of Assets: The actuarial value of assets was fresh started to market as of April 1, 2007. Thereafter, an adjusted market value method as described in Section 16 of Revenue Procedure 2000-40 is used. Under the adjusted market value method, a preliminary value is determined. The preliminary value is then constrained such that the final actuarial value is not less than 80%, nor more than 120%, of the net market value. The preliminary value is the market value adjusted by recognition of investment gains or losses over a five-year period at the rate of 20% per year. The calculation of the actuarial value of assets using the adjusted market value method is shown on page.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 8b

Schedule of Active Participant Data as of April 1, 2012

		1	2	3	4	5	6	7	8	9	10	
	Attained	Years of Credited Service										
	Age	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	Total
1	0 to 19	0	0	0	0	0	0	0	0	0	0	0
2	20 to 24	0	624	1	0	0	0	0	0	0	0	625
3	25 to 29	0	657	430	0	0	0	0	0	0	0	1087
4	30 to 34	0	5	247	103	0	0	0	0	0	0	355
5	35 to 39	0	0	3	48	15	0	0	0	0	0	66
6	40 to 44	0	0	0	1	2	2	0	0	0	0	5
7	45 to 49	0	0	0	0	0	0	0	0	0	0	0
8	50 to 54	0	0	0	0	0	0	0	0	0	0	0
9	55 to 59	0	0	0	0	0	0	0	0	0	0	0
10	60 to 64	0	0	0	0	0	0	0	0	0	0	0
11	65 to 69	0	0	0	0	0	0	0	0	0	0	0
12	70 & up	0	0	0	0	0	0	0	0	0	0	0
	Total	0	1286	681	152	17	2	0	0	0	0	2138

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 9c and 9h

Schedule of Funding Standard Account Bases

As of 4/01/2012						
Type*	Date	Initial Years	Original Amount	Annual Payment	Remaining Years	Outstanding Balance
Charges						
IL	03/31/1977	40	\$27,413,000	\$1,780,787	4.00	\$6,432,859
PA	11/01/1977	40	1,692,600	112,808	4.42	443,775
PA	02/01/1979	40	651,600	43,341	5.83	214,910
PA	03/31/1989	30	1,303,288	93,144	6.00	472,500
PA	03/31/1992	30	124,393,450	8,968,644	9.00	62,008,112
PA	04/01/1993	30	5,579,111	428,686	11.00	3,405,131
PA	04/01/1994	30	23,799,617	1,833,394	12.00	15,411,849
PA	04/01/1998	30	50,168,724	3,864,728	16.00	38,515,196
EL	04/01/1999	15	8,158,287	848,421	2.00	1,639,492
EL	04/01/2001	15	27,102,402	2,818,515	4.00	10,181,529
PA	04/01/2002	30	125,518,055	9,669,234	20.00	107,759,876
EL	04/01/2002	15	29,562,857	3,074,390	5.00	13,429,490
EL	04/01/2003	15	60,394,203	6,280,696	6.00	31,861,322
EL	04/01/2004	15	14,620,943	1,520,505	7.00	8,712,456
EL	04/01/2005	15	17,333,722	1,802,621	8.00	11,433,358
EL	04/01/2006	15	15,903,903	1,653,927	9.00	11,435,042
PA	04/01/2006	30	233,549,828	17,991,420	24.00	216,536,619
CA	04/01/2007	15	57,655,763	5,995,912	10.00	44,648,588
EL	04/01/2007	15	8,876,667	923,129	10.00	6,874,086
PA	04/01/2008	15	19,605,761	2,038,901	11.00	16,195,257
EL	04/01/2008	15	31,424,147	3,267,955	11.00	25,957,781
EL	04/01/2009	15	333,980,469	34,732,303	12.00	291,966,005
CA	04/01/2011	15	187,478,376	19,496,816	14.00	180,160,223
CF	04/01/2011	15	124,853,059	12,984,095	14.00	119,979,464
EL	04/01/2011	15	162,030,373	16,850,351	14.00	155,705,574
PA	04/01/2012	15	606,219,701	63,043,825	15.00	606,219,701
EL	04/01/2012	15	51,590,150	5,365,118	15.00	51,590,150
Total Amortization Charges:				\$227,483,666		\$2,039,190,345

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 9c and 9h

Schedule of Funding Standard Account Bases
(continued)

As of 4/01/2012						
Type*	Date	Initial Years	Original Amount	Annual Payment	Remaining Years	Outstanding Balance
Credits						
CF	03/31/1980	37	\$1,375,300	\$91,263	4.00	\$329,670
CF	04/01/1993	30	55,410,763	4,257,640	11.00	33,818,971
CA	04/01/1994	30	83,007,633	6,394,461	12.00	53,752,978
EG	04/01/1998	15	36,549,784	3,800,995	1.00	3,800,998
EG	04/01/2000	15	22,918,036	2,383,361	3.00	6,677,646
CF	04/01/2007	10	191,088,768	25,661,537	5.00	112,094,260
EG	04/01/2010	15	82,554,483	<u>8,585,254</u>	13.00	<u>75,875,883</u>
Total Amortization Credits:				\$51,174,511		\$286,350,406

* IL = Initial Liability; EL = Experience Loss; PA = Plan Amendment; CA = Changes in Actuarial Assumptions; EG = Experience Gain; CF = Change in Funding Method; FL = Current Liability Full Funding Limitation Base

**SCHEDULE MB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Multiemployer Defined Benefit Plan and Certain
Money Purchase Plan Actuarial Information**This schedule is required to be filed under section 104 of the Employee
Retirement Income Security Act of 1974 (ERISA) and section 6059 of the
Internal Revenue Code (the Code).► **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 04/01/2012 and ending 03/31/2013

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A Name of plan**

Bert Bell / Pete Rozelle NFL Player Retirement Plan

**B Three-digit
plan number (PN)**

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Retirement Board of Bert Bell/Pete Rozelle NFL Player Retirement Plan

D Employer Identification Number (EIN)
13-6043636**E Type of plan:** (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)**1a** Enter the valuation date: Month 4 Day 1 Year 2012**b Assets**

- (1) Current value of assets
-
- (2) Actuarial value of assets for funding standard account

1b(1)	1,381,299,196
1b(2)	1,407,588,791
1c(1)	2,724,921,199

- c**
- (1) Accrued liability for plan using immediate gain methods
-
- (2) Information for plans using spread gain methods:

- (a) Unfunded liability for methods with bases
-
- (b) Accrued liability under entry age normal method
-
- (c) Normal cost under entry age normal method

1c(2)(a)	
1c(2)(b)	
1c(2)(c)	
1c(3)	2,724,921,199

- (3) Accrued liability under unit credit cost method

d Information on current liabilities of the plan:

- (1) Amount excluded from current liability attributable to pre-participation service (see instructions)

1d(1)	
--------------	--

- (2) "RPA '94" information:

- (a) Current liability
-
- (b) Expected increase in current liability due to benefits accruing during the plan year
-
- (c) Expected release from "RPA '94" current liability for the plan year

1d(2)(a)	4,546,578,281
1d(2)(b)	60,254,841
1d(2)(c)	
1d(3)	180,109,256

- (3) Expected plan disbursements for the plan year

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

Alvin K. Winters

Type or print name of actuary

12/30/2013

Date

11-06620

Most recent enrollment number

(410) 547-2916

Telephone number (including area code)

Aon Hewitt

500 East Pratt Street

Firm name

Baltimore

MD 21202

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule MB (Form 5500) 2012
v. 120126

2 Operational information as of beginning of this plan year:

a Current value of assets (see instructions)	2a	1,381,299,196
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	3,850	1,562,033,229
(2) For terminated vested participants	5,696	2,364,691,739
(3) For active participants:		
(a) Non-vested benefits		48,146,697
(b) Vested benefits		571,706,616
(c) Total active	2,138	619,853,313
(4) Total	11,684	4,546,578,281
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	30.38 %

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/21/2012	6,000,000				
02/15/2013	1,460,000				
03/28/2013	97,566,052				
Totals ▶			3(b)	105,026,052	3(c) 0

4 Information on plan status:

a Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If code is "N," go to line 5.	4a	E
b Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3))	4b	51.7 %
c Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan?		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
d If the plan is in critical status, were any adjustable benefits reduced?		<input type="checkbox"/> Yes <input type="checkbox"/> No
e If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date	4e	

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- | | | | |
|---|--|--|--|
| a <input type="checkbox"/> Attained age normal
e <input type="checkbox"/> Frozen initial liability
i <input type="checkbox"/> Reorganization | b <input type="checkbox"/> Entry age normal
f <input type="checkbox"/> Individual level premium
j <input type="checkbox"/> Other (specify): | c <input checked="" type="checkbox"/> Accrued benefit (unit credit)
g <input type="checkbox"/> Individual aggregate | d <input type="checkbox"/> Aggregate
h <input type="checkbox"/> Shortfall |
|---|--|--|--|

k If box h is checked, enter period of use of shortfall method	5k	
l Has a change been made in funding method for this plan year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
m If line l is "Yes," was the change made pursuant to Revenue Procedure 2000-40 or other automatic approval?		<input type="checkbox"/> Yes <input type="checkbox"/> No
n If line l is "Yes," and line m is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method	5n	

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a	4.17 %
b Rates specified in insurance or annuity contracts		
c Mortality table code for valuation purposes:		
(1) Males	6c(1)	A
(2) Females	6c(2)	A
d Valuation liability interest rate	6d	7.25 %
e Expense loading	6e	43.2 % <input type="checkbox"/> N/A <input checked="" type="checkbox"/> N/A
f Salary scale	6f	% <input checked="" type="checkbox"/> N/A
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	2.1 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	2.3 %

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
3	606,219,701	63,043,825
1	51,590,150	5,365,118

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval: **8a**

b Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach schedule. ☒ Yes ☐ No

c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code? ☐ Yes ☒ No

d If line c is "Yes," provide the following additional information: ☐ Yes ☐ No

(1) Was an extension granted automatic approval under section 431(d)(1) of the Code? ☐ Yes ☐ No

(2) If line 8d(1) is "Yes," enter the number of years by which the amortization period was extended: **8d(2)**

(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code? ☐ Yes ☐ No

(4) If line 8d(3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2)): **8d(4)**

(5) If line 8d(3) is "Yes," enter the date of the ruling letter approving the extension: **8d(5)**

(6) If line 8d(3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007? ☐ Yes ☐ No

e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s): **8e**

9 Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any: **9a**

b Employer's normal cost for plan year as of valuation date: **9b**

c Amortization charges as of valuation date:

	Outstanding balance	
(1) All bases except funding waivers and certain bases for which the amortization period has been extended	9c(1)	
(2) Funding waivers	9c(2)	
(3) Certain bases for which the amortization period has been extended	9c(3)	
d Interest as applicable on lines 9a, 9b, and 9c	9d	
e Total charges. Add lines 9a through 9d	9e	

Credits to funding standard account:

f Prior year credit balance, if any: **9f**

g Employer contributions. Total from column (b) of line 3: **9g**

h Amortization credits as of valuation date: **9h**

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h: **9i**

j Full funding limitation (FFL) and credits:

	Outstanding balance	
(1) ERISA FFL (accrued liability FFL)	9j(1)	
(2) "RPA '94" override (90% current liability FFL)	9j(2)	
(3) FFL credit	9j(3)	
k (1) Waived funding deficiency	9k(1)	
(2) Other credits	9k(2)	
l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)	9l	
m Credit balance: If line 9l is greater than line 9e, enter the difference	9m	
n Funding deficiency: If line 9e is greater than line 9l, enter the difference	9n	

9o Current year's accumulated reconciliation account:

(1) Due to waived funding deficiency accumulated prior to the 2012 plan year	9o(1)	0
(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a) Reconciliation outstanding balance as of valuation date.....	9o(2)(a)	0
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))	9o(2)(b)	0
(3) Total as of valuation date	9o(3)	0

10 Contribution necessary to avoid an accumulated funding deficiency. (See instructions.) **10**

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions. ☐ Yes ☒ No

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 4a

Illustration Supporting Actuarial Certification of Status

I. *2012 Plan Year*

Valuation Date	04/01/2012
Funded Percentage	51.8%
Value of Assets	\$1,404,771,237
Value of Liabilities	\$2,712,117,198

II. An accumulated funding deficiency is not projected to exist in any of the next seven plan years.

III. The sum of the market value of assets and the present value of expected contributions over the next seven years is greater than the present value of benefit payments and administrative expenses over the next seven years.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 4c

Illustration Supporting Scheduled Progress with Funding Improvement Plan

	2013	2014	2015	2016	2017	2018	2019	2020	2021
	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>	<i>Plan year</i>
Valuation Date	04/01/2013	04/01/2014	04/01/2015	04/01/2016	04/01/2017	04/01/2018	04/01/2019	04/01/2020	04/01/2021
Original FIP Funded Percentage	66%	65%	62%	61%	63%	67%	70%	73%	80%
Updated FIP Funded Percentage	49%	54%	61%	68%	73%	78%	81%	82%	83%

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 6

Actuarial Assumptions and Actuarial Cost Method

Mortality Rates: RP-2000 Table projected to 2020

Disability Mortality Before Age 65: RP-2000 Table, disabled mortality

Nonfootball Disability Rates Before Retirement:

<u>Age</u>	<u>Rate*</u>
22	.19%
27	.19%
32	.19%
37	.26%
42	.45%
47	.90%
52	2.06%
57	4.28%
62	12.19%

*Rounded

Football Disability Rates: .35% per year for active players and .28% per year for inactive players up to 15 years after the player's last Credited Season after which it becomes zero.

<u>Line-of-Duty Rates:</u>	<u>Age</u>	<u>Rate</u>
	25 – 29	1.25%
	30 – 39	5.00%
	40 – 44	2.50%
	45+	0.00%

Withdrawal Rates:

<u>For Players With Service of</u>	<u>Rate</u>
1 year	19.5%
2 years	11.0%
3 years	16.5%
4 years	15.8%
5 years	17.4%
6 years	18.4%
7 years	19.9%
8 years	21.4%
9 years	24.6%
10 years	26.2%
11 years	28.2%
12 years	30.5%
13 years	35.6%
14 years	37.2%
15 years	42.5%
16 years	55.8%
17 years	68.7%
18 years	78.6%
19 years	90.6%
20 years	100.0%

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Actuarial Assumptions and Actuarial Cost Method
(continued)

Election of Early Payment Benefit: 35% of all players will elect the benefit at termination. No assumption is made for a player who does **not** have a Credited Season before 1993.

<u>Retirement Age:</u>	<u>Age</u>	<u>Player with Pre-93 Season Rate</u>	<u>Player without Pre-93 Season Rate</u>
	45	15%	0%
	46 – 49	3%	0%
	50 – 54	2%	0%
	55	25%	50%
	56 – 59	5%	5%
	60	10%	10%
	61	5%	5%
	62 – 63	10%	10%
	64	25%	25%
	65	100%	100%

Percent Married: Social Security Awards in 1972

Age of Player's Wife: Three years younger than player

Remarriage Rates: 1980 Railroad Retirement Board rates

Net Investment Return: 7.25%

Administrative Expenses: \$12,956,046. This amount was the actual administrative expenses during the preceding year.

Funding Method: The unit credit cost method is used. The liabilities of the plan are calculated as the present value of all benefits that have been accrued or earned under the plan year as of the first day of the plan year, based on the players' current number of credited seasons. The plan's normal cost is the present value of all benefits expected to accrue or be earned under the plan during the plan year plus certain administrative expense.

Actuarial Value of Assets: The actuarial value of assets was fresh started to market as of April 1, 2007. Thereafter, an adjusted market value method as described in Section 16 of Revenue Procedure 2000-40 is used. Under the adjusted market value method, a preliminary value is determined. The preliminary value is then constrained such that the final actuarial value is not less than 80%, nor more than 120%, of the net market value. The preliminary value is the market value adjusted by recognition of investment gains or losses over a five-year period at the rate of 20% per year. The calculation of the actuarial value of assets using the adjusted market value method is shown on page.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Summary of Plan Provisions

1. Normal Retirement Pension

- (a) **Age Requirement:** 55
- (b) **Service Requirement:** Three Credited Seasons for those active after 1992. (A player will, under certain circumstances, become vested even if he does not meet the preceding requirements if he has 10 years of service with Clubs in the NFL due to any employment, such as a coach.)
- (c) **Legacy Credit Service Requirement:** Vested player taking into account Credited Seasons prior to 1993 and alive on August 4, 2011.
- (d) **Monthly Amount:**

<u>Credited Season</u>	<u>Benefit Credit</u>
Before 1982	\$250
1982 to 1992	255
1993 and 1994	265
1995 and 1996	315
1997	365
1998 to 2011	470
2012 to 2014	560
2015 to 2017	660
2018 through the Plan Year that begins prior to the expiration of the Final League Year	760
<u>Legacy Credited Season</u>	
Before 1975	124
1975 to 1992	108

Summary of Plan Provisions (continued)

2. **Early Retirement Pension (Not applicable to players who do not have a Credited Season prior to 1993)**

- (a) **Age Requirement:** 45 through 54
- (b) **Service Requirement:** Same as 1(b) above.
- (c) **Monthly Amount:** Normal pension actuarially reduced to reflect earlier benefit payments.

3. **Deferred Retirement Pension**

- (a) **Age Requirement:** Over age 55 to age 65
- (b) **Service Requirement:** Same as 1(b) above.
- (c) **Monthly Amount:** Normal pension actuarially increased to reflect delayed benefit payments.

4. **Total and Permanent Disability**

- (a) **Age Requirement:** N/A
- (b) **Service Requirement:** None if active, otherwise service required for vested status.
- (c) **Monthly Amount:** Normal pension earned except that benefit will be no less than \$4,000 if disability is for active football, active nonfootball, or inactive category A and \$4,167 for inactive category B (\$5,000 in 2016, \$3,334 in 2021). An additional \$100 per month will be paid for each dependent child for a player whose application was filed prior to April 1, 2007.

5. **Line-of-Duty Disability**

- (a) **Age Requirement:** None
- (b) **Service Requirement:** None
- (c) **Duration of Payments:** 90 months
- (d) **Nature of Disability:** The disability must have arisen out of football activities and must be expected to persist for at least 12 months and result in player's retirement from professional football. The disability must be substantial in the sense that it results in a major bodily impairment with the percentage loss of function depending upon the particular part of the body involved.
- (e) **Monthly Amount:** Normal pension earned, but not less than \$2,000 per month for applications after September 1, 2011. Minimum increases in \$500 increments on January 1 of 2013, 2015, 2017, 2019 and 2021.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

**Summary of Plan Provisions
(continued)**

6. Early Payment Benefit (Not applicable to players who do not have a Credited Season prior to 1993)

- (a) **Age Requirement:** None
- (b) **Service Requirement:** Vested and left football on or after March 1, 1977.
- (c) **Amount:** A lump sum equal to 25% of the actuarial present value of the player's benefit credits as of the date of payment. If the player makes application for this benefit after March 31, 1982, any and all future benefits payable (normal or early retirement, death or disability) will be reduced 25%. If application was made prior to April 1, 1982, only the normal or early retirement benefit will be reduced 25%.

7. Pre-retirement Widow's and Surviving Children's Benefit

- (a) **Eligibility Requirement:** Active player or vested inactive player and survived by widow or dependent children.
- (b) **Monthly Amount:** 50% of the normal pension accrued, but not less than \$9,000 per month for the 48 months immediately following death and no less than \$3,600 per month thereafter. (For vested players not active in a season after 1976, the \$3,000 minimum benefit is not applicable. For vested players active in a season after 1976, but not after 1981, the \$9,000 minimum benefit is \$6,000.) Minimum increases to \$4,000 on January 1, 2014 and to \$4,400 on January 1, 2018.
- (c) **Duration of Payment:** Benefits are paid to the widow until her death or remarriage. If there are surviving dependent children at the point that the widow's benefit ceases, payments will continue to the children until they reach age 19, or age 23 if in college. If any dependent child is mentally or physically incapacitated, benefits will continue for the child's lifetime.

8. Spouse's Pre-retirement Death Benefit

The surviving spouse of a married vested player is eligible to receive a spouse's preretirement death benefit. The spouse's preretirement death benefit is the benefit which would have become payable to such surviving spouse upon the death of such player as if he had retired and died on the day following his annuity starting date and elected benefits in the form of a Joint and Survivor annuity. The benefit begins to be paid as of the first day of the month following the date of the death of the vested player or, if later, the first day of the month following the month in which such player would have reached his early retirement date had he lived to that date. The monthly benefit payments continue for the life of the surviving spouse. If a spouse is eligible to receive the benefit described in this section and the benefit described in 7 above, she elects which one of the two benefits she is to receive.

Summary of Plan Provisions (continued)

9. **Post-retirement Death Benefit**

- (a) **Eligibility Requirement:** Upon retirement, pensioners may elect to receive benefit payments in various alternative forms involving survivor benefit protection.
- (b) **Monthly Benefit Amount:** When a player elects a form of pension involving survivor benefit rights, the amount payable to him is actuarially reduced. Upon the player's death, the designated percentage of the pensioner's benefit is thereafter continued for the balance of the beneficiary's lifetime. Alternatively, the player may elect that his benefit payments will be made for at least 10 years. If he dies prior to that time, payments will be continued to the designated beneficiary for the remainder of the 10-year period.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 8b

Schedule of Active Participant Data as of April 1, 2012

	1	2	3	4	5	6	7	8	9	10	Total
Attained Age	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	Total
1 0 to 19	0	0	0	0	0	0	0	0	0	0	0
2 20 to 24	0	624	1	0	0	0	0	0	0	0	625
3 25 to 29	0	657	430	0	0	0	0	0	0	0	1087
4 30 to 34	0	5	247	103	0	0	0	0	0	0	355
5 35 to 39	0	0	3	48	15	0	0	0	0	0	66
6 40 to 44	0	0	0	1	2	2	0	0	0	0	5
7 45 to 49	0	0	0	0	0	0	0	0	0	0	0
8 50 to 54	0	0	0	0	0	0	0	0	0	0	0
9 55 to 59	0	0	0	0	0	0	0	0	0	0	0
10 60 to 64	0	0	0	0	0	0	0	0	0	0	0
11 65 to 69	0	0	0	0	0	0	0	0	0	0	0
12 70 & up	0	0	0	0	0	0	0	0	0	0	0
Total	0	1286	681	152	17	2	0	0	0	0	2138

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 9c and 9h

Schedule of Funding Standard Account Bases

As of 4/01/2012						
Type*	Date	Initial Years	Original Amount	Annual Payment	Remaining Years	Outstanding Balance
Charges						
IL	03/31/1977	40	\$27,413,000	\$1,780,787	4.00	\$6,432,859
PA	11/01/1977	40	1,692,600	112,808	4.42	443,775
PA	02/01/1979	40	651,600	43,341	5.83	214,910
PA	03/31/1989	30	1,303,288	93,144	6.00	472,500
PA	03/31/1992	30	124,393,450	8,968,644	9.00	62,008,112
PA	04/01/1993	30	5,579,111	428,686	11.00	3,405,131
PA	04/01/1994	30	23,799,617	1,833,394	12.00	15,411,849
PA	04/01/1998	30	50,168,724	3,864,728	16.00	38,515,196
EL	04/01/1999	15	8,158,287	848,421	2.00	1,639,492
EL	04/01/2001	15	27,102,402	2,818,515	4.00	10,181,529
PA	04/01/2002	30	125,518,055	9,669,234	20.00	107,759,876
EL	04/01/2002	15	29,562,857	3,074,390	5.00	13,429,490
EL	04/01/2003	15	60,394,203	6,280,696	6.00	31,861,322
EL	04/01/2004	15	14,620,943	1,520,505	7.00	8,712,456
EL	04/01/2005	15	17,333,722	1,802,621	8.00	11,433,358
EL	04/01/2006	15	15,903,903	1,653,927	9.00	11,435,042
PA	04/01/2006	30	233,549,828	17,991,420	24.00	216,536,619
CA	04/01/2007	15	57,655,763	5,995,912	10.00	44,648,588
EL	04/01/2007	15	8,876,667	923,129	10.00	6,874,086
PA	04/01/2008	15	19,605,761	2,038,901	11.00	16,195,257
EL	04/01/2008	15	31,424,147	3,267,955	11.00	25,957,781
EL	04/01/2009	15	333,980,469	34,732,303	12.00	291,966,005
CA	04/01/2011	15	187,478,376	19,496,816	14.00	180,160,223
CF	04/01/2011	15	124,853,059	12,984,095	14.00	119,979,464
EL	04/01/2011	15	162,030,373	16,850,351	14.00	155,705,574
PA	04/01/2012	15	606,219,701	63,043,825	15.00	606,219,701
EL	04/01/2012	15	51,590,150	5,365,118	15.00	51,590,150
Total Amortization Charges:				\$227,483,666		\$2,039,190,345

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 9c and 9h

Schedule of Funding Standard Account Bases
(continued)

As of 4/01/2012						
Type*	Date	Initial Years	Original Amount	Annual Payment	Remaining Years	Outstanding Balance
Credits						
CF	03/31/1980	37	\$1,375,300	\$91,263	4.00	\$329,670
CF	04/01/1993	30	55,410,763	4,257,640	11.00	33,818,971
CA	04/01/1994	30	83,007,633	6,394,461	12.00	53,752,978
EG	04/01/1998	15	36,549,784	3,800,995	1.00	3,800,998
EG	04/01/2000	15	22,918,036	2,383,361	3.00	6,677,646
CF	04/01/2007	10	191,088,768	25,661,537	5.00	112,094,260
EG	04/01/2010	15	82,554,483	<u>8,585,254</u>	13.00	<u>75,875,883</u>
Total Amortization Credits:				\$51,174,511		\$286,350,406

* IL = Initial Liability; EL = Experience Loss; PA = Plan Amendment; CA = Changes in Actuarial Assumptions; EG = Experience Gain; CF = Change in Funding Method; FL = Current Liability Full Funding Limitation Base

Bert Bell/Pete Rozelle NFL Player Retirement Plan
EIN/PN: 13-6043636/001
Schedule MB Line 4a

Certification of Funded Status
For the
Bert Bell/ Pete Rozelle NFL Player Retirement Plan

Plan Sponsor: Retirement Board
Address: NFL Player Benefits
200 St. Paul Place, Suite 2420
Baltimore, MD 21202-2040
Telephone Number: 410-685-5069
EIN: 13-6043636
Plan Number: 001
Plan Year for which this
Certification is being made: April 1, 2012 – March 31, 2013

Certification Results

This is a certification of the status for The Bert Bell/ Pete Rozelle NFL Player Retirement Plan (the "Plan") prepared in accordance with Internal Revenue Code (IRC) Section 432 and relevant regulations.

The funded percentage of the Plan as of April 1, 2012 is estimated to be less than 80%. As of April 1, 2012 an Accumulated Funding Deficiency, as defined under IRC Section 431, is not projected to occur within the next seven plan years, the sum of the assets in the Plan plus the present value of the expected contributions for the next six plan years is expected to be greater than the present value of non-forfeitable benefits to be paid in the current plan year and the next six succeeding plan years, and the sum of the assets in the Plan plus the present value of expected contributions for the next four plan years is expected to be greater than the present value of benefits to be paid in the current plan year and the next four succeeding plan years.

A Funding Improvement Plan was adopted by the Plan on February 23, 2011. As of April 1, 2012, the Plan is making the scheduled progress in meeting the requirements of its Funding Improvement Plan.

Assumptions and Methods

The calculations performed for this certification used the census data, actuarial assumptions, and plan provisions which were used for the actuarial valuation as of April 1, 2011, except as noted below. Unaudited financial statements as of March 31, 2012 were used. Employer contributions were projected using the actuarial assumptions and methods stated in the applicable collective bargaining agreement. The terms of the current collective bargaining agreement are assumed to continue in effect for the succeeding plan years pursuant to IRC Section 432 and relevant regulations.

Certification

I hereby certify the plan's funded status for the plan year beginning April 1, 2012 in accordance with the provisions of the Pension Protection Act of 2006. I am an Enrolled Actuary and a Member of the American Academy of Actuaries and meet the Qualification Standards of the American Academy of Actuaries to render the actuarial opinion contained herein.

☐ Neither Endangered nor
Critical

(Green Zone)

☒ Endangered

(Yellow Zone)

☐ Seriously Endangered

(Orange Zone)

☐ Critical

(Red Zone)

Signature of Actuary

Date

James E. Ritchie, A.S.A., E.A.
Name of Actuary

11-05643
Enrollment Number

Aon Hewitt
500 East Pratt Street
Baltimore, MD 21202
e-mail: James.Ritchie@aonhewitt.com

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BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 REVALUED COST PAGE: 1
BERT BELL/PETE ROZELLE NFL RET 31 MARCH 2013 M1102E
OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
INTEREST-BEARING CASH					
0.1300	AUD (AUSTRALIAN DOLLARS)	0.14	0.0000	0.14	0.00
0.2300	NZD (NEW ZEALAND DOLLAR)	0.19	0.0000	0.19	0.00
713.3300	MXN (MEXICAN PESO)	55.41	0.0000	57.81	2.40
37,002.0800	EUR CURRENCY AT BROKER	48,947.37	0.0000	47,514.37	1,433.00-
24,290.8700	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	24,290.87	100.0000	24,290.87	0.00
51,335.9300	LEHMAN PROXY WAMCO - REC	256.68	0.0050	256.68	0.00
4,819,937.3200	CASH ON DEPOSIT-CUSTODIAN	4,819,937.32	1.0000	4,819,937.32	0.00
TOTAL INTEREST-BEARING CASH		4,893,487.98		4,892,057.38	1,430.60-
U. S. GOVERNMENT SECURITIES					
110,000.0000	FEDERAL HOME LN MTG CORP 5.625% 11/23/2035 DD 11/22/05	122,807.30	112.4180	123,659.80	852.50
110,000.0000	FEDERAL HOME LN BK CONS BD 5.000% 12/21/2015 DD 11/04/05	127,360.20	112.4120	123,653.20	3,707.00-
120,000.0000	FEDERAL HOME LN BK CONS BD 5.500% 07/15/2036 DD 07/17/06	150,547.20	133.9280	160,713.60	10,166.40
40,000.0000	FEDERAL HOME LN BK CONS BD 3.625% 10/18/2013 DD 09/15/08	42,004.80	101.9060	40,762.40	1,242.40-
70,000.0000	FEDERAL HOME LN BK CONS BD 1.000% 11/15/2017 DD 11/15/12	70,000.00	100.1100	70,077.00	77.00



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 BERT BELL/PETE ROZELLE NFL RET REVALUED COST PAGE: 2
OVERALL COMPOSITE 31 MARCH 2013 M1102E

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
120,000.0000	FEDERAL HOME LN MTG CORP 6.750% 03/15/2031 DD 10/25/00	172,749.60	150.3060	180,367.20	7,617.60
40,000.0000	FEDERAL HOME LN MTG CORP 1.350% 04/29/2014 DD 04/01/11	40,760.00	101.2430	40,497.20	262.80-
110,000.0000	FEDERAL NATL MTG ASSN 0.000% 10/09/2019 DD 10/09/84	85,065.20	88.6210	97,483.10	12,417.90
130,000.0000	FEDERAL NATL MTG ASSN 6.250% 05/15/2029 DD 05/15/99	176,451.60	142.0140	184,618.20	8,166.60
99,905.9900	FHLMC MULTICLASS MTG K024 X1 VAR RT 09/25/2022 DD 01/01/13	6,774.62	6.7480	6,741.66	32.96-
300,000.0000	TENNESSEE VALLEY AUTH BD 5.980% 04/01/2036 DD 04/18/96	389,811.00	137.9730	413,919.00	24,108.00
50,000.0000	TENNESSEE VALLEY AUTH BD 5.250% 09/15/2039 DD 09/15/09	59,950.00	127.5930	63,796.50	3,846.50
90,000.0000	TENNESSEE VALLEY AUTH BD 4.625% 09/15/2060 DD 09/15/10	98,227.80	113.7060	102,335.40	4,107.60
110,000.0000	TENNESSEE VALLEY AUTH BD 3.875% 02/15/2021 DD 02/08/11	122,808.40	115.9820	127,580.20	4,771.80
95,878.8000	US TREAS-CPI INFLAT 2.125% 02/15/2040 DD 02/15/10	136,492.35	140.8670	135,061.59	1,430.76-
101,902.0000	US TREAS-CPI INFLAT 0.750% 02/15/2042 DD 02/15/12	109,385.96	104.3670	106,352.06	3,033.90-
860,000.0000	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	834,441.98	92.6880	797,116.80	37,325.18-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 BERT BELL/PETE ROZELLE NFL RET REVALUED COST 31 MARCH 2013
OVERALL COMPOSITE

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
50,000.0000	U S TREASURY BOND 3.125% 02/15/2043 DD 02/15/13	48,826.92	100.1880	50,094.00	1,267.08
40,000.0000	U S TREASURY NOTE 0.750% 10/31/2017 DD 10/31/12	40,035.19	100.2890	40,115.60	80.41
337,000.0000	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	330,443.29	98.2270	331,024.99	581.70
1,140,000.0000	U S TREASURY NOTE 2.000% 02/15/2023 DD 02/15/13	1,140,595.75	101.2660	1,154,432.40	13,836.65
1,500,000.0000	COMMIT TO PUR FNMA SF MTG 2.500% 04/01/2028 DD 04/01/13	1,554,351.56	103.7340	1,556,010.00	1,658.44
100,000.0000	COMMIT TO PUR FNMA SF MTG 2.500% 04/01/2043 DD 04/01/13	99,546.88	99.1250	99,125.00	421.88-
100,000.0000	COMMIT TO PUR FNMA SF MTG 3.000% 05/01/2043 DD 05/01/13	102,925.78	102.8590	102,859.00	66.78-
1,300,000.0000	COMMIT TO PUR FNMA SF MTG 3.500% 04/01/2043 DD 04/01/13	1,367,679.70	105.5940	1,372,722.00	5,042.30
1,000,000.0000	COMMIT TO PUR FNMA SF MTG 4.000% 04/01/2043 DD 04/01/13	1,064,859.38	106.6090	1,066,090.00	1,230.62
100,000.0000	COMMIT TO PUR GNMA SF MTG 3.500% 04/15/2043 DD 04/01/13	106,875.00	107.5630	107,563.00	688.00
100,000.0000	COMMIT TO PUR GNMA SF MTG 4.000% 04/15/2043 DD 04/01/13	108,500.00	108.9880	108,988.00	488.00
210,758.6300	FHLMC POOL #A7-4793 5.000% 03/01/2038 DD 03/01/08	227,168.25	107.5580	226,687.77	480.48-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 REVALUED COST 31 MARCH 2013
BERT BELL/PETE ROZELLE NFL RET
OVERALL COMPOSITE

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
473,139.0520	FHLMC POOL #G0-2427 5.500% 12/01/2036 DD 11/01/06	514,286.95	108.1322	511,615.68	2,671.27-
17,609.4750	FHLMC POOL #G0-4222 5.500% 04/01/2038 DD 04/01/08	19,136.53	108.1245	19,040.17	96.36-
115,344.4370	FHLMC POOL #G0-6172 5.500% 12/01/2038 DD 11/01/10	125,544.38	108.3040	124,922.64	621.74-
257,627.2160	FHLMC POOL #G0-6409 6.000% 11/01/2039 DD 04/01/11	285,224.21	109.6450	282,475.36	2,748.85-
56,765.8070	FHLMC POOL #G0-6669 6.500% 09/01/2039 DD 08/01/11	63,993.28	113.6290	64,502.42	509.14
82,688.5000	FHLMC POOL #G0-7117 6.000% 10/01/2036 DD 09/01/12	94,109.85	111.6790	92,345.69	1,764.16-
21,392.0700	FHLMC POOL #1N-1447 VAR RT 02/01/2037 DD 04/01/07	22,545.16	105.5800	22,585.75	40.59
50,451.7500	FHLMC POOL #1N-1463 VAR RT 05/01/2037 DD 05/01/07	52,936.03	105.6750	53,314.89	378.86
51,473.9300	FHLMC POOL #1N-1582 VAR RT 05/01/2037 DD 06/01/07	54,179.46	105.2360	54,169.10	10.36-
21,257.7590	FHLMC POOL #A3-9304 5.500% 11/01/2035 DD 11/01/05	23,197.57	108.9290	23,155.86	41.71-
98,814.1940	FHLMC POOL #U6-1703 3.500% 10/01/2042 DD 11/01/12	107,645.72	106.0380	104,780.60	2,865.12-
74,571.3270	FHLMC POOL #U6-1745 3.500% 11/01/2042 DD 11/01/12	81,259.44	106.0380	79,073.94	2,185.50-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 BERT BELL/PETE ROZELLE NFL RET REVALUED COST 31 MARCH 2013
OVERALL COMPOSITE

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
100,000.0000	FHLMC POOL #U6-2476 3.500% 04/01/2043 DD 04/01/13	105,468.75	105.4687	105,468.75	0.00
99,060.6100	FHLMC POOL #U9-0155 4.000% 09/01/2042 DD 09/01/12	106,041.31	109.6830	108,652.65	2,611.34
99,246.4900	FHLMC POOL #U9-0316 4.000% 10/01/2042 DD 10/01/12	110,628.82	109.6830	108,856.53	1,772.29-
99,371.3980	FHLMC POOL #U9-0503 3.500% 11/01/2042 DD 11/01/12	105,388.03	105.9750	105,308.84	79.19-
99,683.5140	FHLMC POOL #U9-0772 3.500% 01/01/2043 DD 01/01/13	105,664.52	105.9750	105,639.60	24.92-
98,530.2000	FNMA GTD REMIC P/T 12-133 CS VAR RT 12/25/2042 DD 11/25/12	26,603.15	27.0490	26,651.43	48.28
98,847.4910	FNMA GTD REMIC P/T 12-133 GS VAR RT 12/25/2042 DD 11/25/12	25,700.35	25.6000	25,304.96	395.39-
300,000.0000	FNMA GTD REMIC P/T 13-9 BC 6.500% 07/25/2042 DD 01/01/13	362,390.63	119.5370	358,611.00	3,779.63-
200,000.0000	FNMA GTD REMIC P/T 13-9 CB 5.500% 04/25/2042 DD 01/01/13	230,593.75	115.5210	231,042.00	448.25
175,098.2760	FNMA GTD REMIC P/T 11-87 SJ VAR RT 09/25/2041 DD 08/25/11	31,913.46	14.4960	25,382.25	6,531.21-
152,588.5500	FNMA GTD REMIC P/T 11-90 QI 5.000% 05/25/2034 DD 08/01/11	23,007.49	13.8410	21,119.78	1,887.71-
72,713.6000	FNMA GTD REMIC P/T 11-96 BS VAR RT 05/25/2041 DD 09/25/11	16,042.44	14.5050	10,547.11	5,495.33-



BNY MELLON

TRDNFL NFLCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13

NFL GCALL10
BERT BELL/PETE ROZELLE NFL RET
OVERALL COMPOSITE

REVALUED COST
31 MARCH 2013

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
286,537.7000	FNMA GTD REMIC P/T 11-96 SA VAR RT 10/25/2041 DD 09/25/11	47,662.63	18.6070	53,316.07	5,653.44
97,496.5500	FNMA GTD REMIC P/T 12-28 B 6.500% 06/25/2039 DD 02/01/12	110,768.75	112.0110	109,206.86	1,561.89-
178,429.2700	FNMA GTD REMIC P/T 12-17 WS VAR RT 07/25/2039 DD 02/25/12	40,090.83	22.0770	39,391.83	699.00-
83,249.2200	FNMA GTD REMIC P/T 12-16 ST VAR RT 03/25/2042 DD 02/25/12	18,132.72	18.6570	15,531.81	2,600.91-
198,614.2700	FNMA GTD REMIC P/T 12-46 BA 6.000% 05/25/2042 DD 04/01/12	227,971.94	109.9950	218,465.77	9,506.17-
176,407.1600	FNMA GTD REMIC P/T 12-51 B 7.000% 05/25/2042 DD 04/01/12	210,654.95	113.7560	200,673.73	9,981.22-
96,078.4300	FNMA GTD REMIC P/T 12-63 DS VAR RT 03/25/2039 DD 05/25/12	22,698.51	23.1770	22,268.10	430.41-
100,000.0000	FNMA GTD REMIC P/T 12-74 SA VAR RT 03/25/2042 DD 06/25/12	21,875.00	19.0140	19,014.00	2,861.00-
94,256.1000	FNMA GTD REMIC P/T 12-70 YS VAR RT 02/25/2041 DD 06/25/12	22,150.19	23.7480	22,383.94	233.75
469,617.7800	FNMA GTD REMIC P/T 12-101 AI 3.000% 06/25/2027 DD 08/01/12	62,811.38	12.4700	58,561.34	4,250.04-
167,161.8500	FNMA GTD REMIC P/T 409 C2 3.000% 04/25/2027 DD 06/01/12	18,074.37	9.8290	16,430.34	1,644.03-
75,044.9100	FNMA POOL # 3.500% 11/25/2041 DD 06/01/12	12,710.74	9.9420	7,460.96	5,249.78-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 BERT BELL/PETE ROZELLE NFL RET REVALUED COST 31 MARCH 2013
OVERALL COMPOSITE

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
154,664.6000	FNMA GTD REMIC P/T 409 C18 4.000% 04/25/2042 DD 06/01/12	27,066.30	12.9580	20,041.44	7,024.86-
70,328.4700	FNMA GTD REMIC P/T 409 C22 4.500% 11/25/2039 DD 06/01/12	8,791.06	11.2790	7,932.35	858.71-
924,596.1300	FHLMC MULTICLASS MTG K702 X1 VAR RT 02/25/2018 DD 06/01/11	69,992.60	6.5680	60,727.47	9,265.13-
287,926.0900	FHLMC MULTICLASS MTG K703 X1 VAR RT 05/25/2018 DD 09/01/11	30,101.96	9.3020	26,782.88	3,319.08-
373,941.3320	FHLMC MULTICLASS MTG 3947 SG VAR RT 10/15/2041 DD 10/15/11	92,550.48	24.1560	90,329.27	2,221.21-
154,671.4400	FHLMC MULTICLASS MTG K016 X1 VAR RT 10/25/2021 DD 12/01/11	17,530.51	10.8100	16,719.98	810.53-
274,555.7410	FHLMC MULTICLASS MTG 3997 SK VAR RT 11/15/2041 DD 02/15/12	63,834.21	23.3420	64,086.80	252.59
118,868.3300	FHLMC MULTICLASS MTG K017 X1 VAR RT 12/25/2021 DD 03/01/12	12,181.58	9.8660	11,727.55	454.03-
190,420.0140	FHLMC MULTICLASS MTG 4057 BS VAR RT 09/15/2039 DD 06/15/12	45,462.78	21.9460	41,789.58	3,673.20-
96,289.3340	FHLMC MULTICLASS MTG 4057 SA VAR RT 04/15/2039 DD 06/15/12	20,521.66	22.5600	21,722.87	1,201.21
929,058.9500	FHLMC MULTICLASS MTG 4092 AIO 3.000% 09/15/2031 DD 08/01/12	122,519.65	11.0320	102,493.78	20,025.87-
129,775.8000	FHLMC MULTICLASS MTG K021 X1 VAR RT 06/25/2022 DD 11/01/12	14,569.55	11.0490	14,338.93	230.62-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 BERT BELL/PETE ROZELLE NFL RET REVALUED COST 31 MARCH 2013
OVERALL COMPOSITE

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
97.693.0360	FHLMC MULTICLASS MTG 4116 AS VAR RT 10/15/2042 DD 10/15/12	24,911.72	25.5240	24,935.17	23.45
272.513.3540	FHLMC MULTICLASS MTG K008 X1 VAR RT 06/25/2020 DD 09/01/10	27,191.32	9.2330	25,161.16	2,030.16-
213.922.7100	FHLMC MULTICLASS MTG K009 X1 VAR RT 08/25/2020 DD 11/01/10	18,786.63	8.0990	17,325.60	1,461.03-
187,797.5320	FNMA POOL #0AJ5304 4.000% 11/01/2041 DD 11/01/11	198,117.84	106.6910	200,363.06	2,245.22
423,444.5880	FNMA POOL #0AL0215 4.500% 04/01/2041 DD 04/01/11	454,652.52	109.5070	463,701.46	9,048.94
733,123.2050	FNMA POOL #0AL2688 6.000% 10/01/2040 DD 11/01/12	813,308.56	109.6680	804,001.56	9,307.00-
3,329.6690	FNMA POOL #0AL3192 5.000% 05/01/2042 DD 03/01/13	3,683.45	109.8395	3,657.29	26.16-
100,000.0000	FNMA POOL #0AL3414 4.500% 09/01/2041 DD 03/01/13	108,875.00	107.8822	107,882.30	992.70-
200,000.0000	FNMA POOL #0AL3429 4.500% 06/01/2041 DD 03/01/13	217,750.00	107.8822	215,764.59	1,985.41-
199,840.1200	FNMA POOL #0AJ7689 4.000% 12/01/2041 DD 12/01/11	209,756.15	106.6910	213,211.42	3,455.27
189,926.5120	FNMA POOL #0AO4143 4.000% 06/01/2042 DD 06/01/12	205,714.15	107.0810	203,375.21	2,338.94-
98,158.0300	FNMA POOL #0AP9633 2.500% 10/01/2042 DD 10/01/12	100,159.47	98.9710	97,147.98	3,011.49-



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99,412.5880	FNMA POOL #0AQ5369 3.500% 12/01/2042 DD 11/01/12	108,499.53	106.2250	105,601.02	2,898.51-
99,455.5800	FNMA POOL #0AQ7083 3.500% 12/01/2042 DD 12/01/12	108,499.82	106.2250	105,646.69	2,853.13-
97,689.9740	FNMA POOL #0AP0549 4.000% 07/01/2042 DD 07/01/12	107,443.72	109.5810	107,049.65	394.07-
98,319.9300	FNMA POOL #0AP4710 3.500% 08/01/2042 DD 08/01/12	105,755.37	105.8500	104,071.65	1,683.72-
194,907.2420	FNMA POOL #0AP4781 3.000% 09/01/2042 DD 09/01/12	204,469.88	103.3610	201,458.07	3,011.81-
150,527.9220	FHLMC MULTICLASS MTG R007 ZA 6.000% 05/15/2036 DD 05/01/06	173,919.29	112.1090	168,755.35	5,163.94-
56,033.1400	FNMA GTD REMIC P/T 07-105 SM VAR RT 11/25/2037 DD 10/25/07	9,280.49	15.3880	8,622.38	658.11-
57,603.7500	FNMA GTD REMIC P/T 10-150 SN VAR RT 01/25/2041 DD 12/25/10	9,513.62	13.9130	8,014.41	1,499.21-
114,193.6600	FHLMC MULTICLASS MTG 3451 SB VAR RT 05/15/2038 DD 05/15/08	13,132.27	10.3560	11,825.90	1,306.37-
110,079.2200	FNMA GTD REMIC P/T 11-59 NZ 5.500% 07/25/2041 DD 06/01/11	128,290.51	120.2460	132,365.86	4,075.35
75,883.1200	FNMA GTD REMIC P/T 09-101 NS VAR RT 12/25/2039 DD 11/25/09	9,343.11	13.5340	10,270.02	926.91
92,986.3700	FNMA GTD REMIC P/T 10-118 YB VAR RT 10/25/2040 DD 09/25/10	12,783.72	12.9760	12,065.91	717.81-



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205,232.4430	FNMA GTD REMIC P/T 10-27 SG VAR RT 04/25/2040 DD 03/25/10	19,988.79	9.9030	20,324.17	335.38
551,335.6420	FHLMC MULTICLASS MTG K007 X1 VAR RT 04/25/2020 DD 06/01/10	39,729.18	6.5760	36,255.83	3,473.35-
88,912.1050	FNMA GTD REMIC P/T 10-142 SM VAR RT 12/25/2040 DD 11/25/10	12,823.84	14.5710	12,955.38	131.54
619,399.2300	FHLMC MULTICLASS MTG K006 AX1 VAR RT 01/25/2020 DD 04/01/10	39,207.90	5.8220	36,061.42	3,146.48-
83,574.7800	FHLMC MULTICLASS MTG 3621 SB VAR RT 01/15/2040 DD 01/15/10	12,849.63	14.6840	12,272.12	577.51-
50,163.9790	FNMA POOL #0745959 5.500% 11/01/2036 DD 10/01/06	54,782.60	109.1990	54,778.56	4.04-
103,345.3100	FNMA POOL #0836464 VAR RT 10/01/2035 DD 09/01/05	107,419.23	105.3170	108,840.18	1,420.95
104,277.9300	FNMA POOL #0836641 VAR RT 10/01/2035 DD 09/01/05	108,448.05	105.1570	109,655.54	1,207.49
25,948.5510	FNMA POOL #0888560 6.000% 11/01/2035 DD 07/01/07	29,646.22	112.5430	29,203.28	442.94-
71,473.2810	FNMA POOL #0888832 6.500% 11/01/2037 DD 10/01/07	80,623.93	112.9640	80,739.08	115.15
50,128.4380	FNMA POOL #0889117 5.000% 10/01/2035 DD 01/01/08	54,276.10	108.9650	54,622.45	346.35
44,632.9490	FNMA POOL #0890248 6.000% 08/01/2037 DD 09/01/10	50,993.15	112.5290	50,225.01	768.14-



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29,667.6080	FNMA POOL #0934648 7.000% 11/01/2038 DD 11/01/08	34,451.52	118.9430	35,287.54	836.02
9,908.7130	FNMA POOL #0985867 7.000% 08/01/2038 DD 08/01/08	11,506.49	118.9430	11,785.72	279.23
58,670.1700	FNMA POOL #0995072 5.500% 08/01/2038 DD 11/01/08	64,475.63	111.0430	65,149.12	673.49
69,374.8880	FNMA POOL #0AB3517 4.500% 09/01/2041 DD 08/01/11	74,523.24	109.5070	75,970.36	1,447.12
487,918.8300	FNMA POOL #0AB6201 3.000% 09/01/2042 DD 08/01/12	511,438.04	103.3610	504,317.78	7,120.26-
99,314.9280	FNMA POOL #0AB7130 3.500% 12/01/2042 DD 11/01/12	108,392.93	106.2250	105,497.28	2,895.65-
294,917.0400	FNMA POOL #0MA1146 4.000% 08/01/2042 DD 07/01/12	318,095.68	109.1130	321,792.83	3,697.15
138,399.3950	FNMA POOL #0AE0758 7.000% 02/01/2039 DD 12/01/10	158,640.26	118.8260	164,454.47	5,814.21
53,832.6480	GNMA II POOL #0004040 6.500% 10/20/2037 DD 10/01/07	61,737.49	115.1650	61,996.37	258.88
68,771.5300	GNMA II POOL #0004195 6.000% 07/20/2038 DD 07/01/08	77,088.60	112.5910	77,430.55	341.95
449,675.5600	GNMA II POOL #0004245 6.000% 09/20/2038 DD 09/01/08	506,294.23	114.4590	514,694.15	8,399.92
5,043.5560	GNMA II POOL #0004559 5.000% 10/20/2039 DD 10/01/09	5,560.61	111.0030	5,598.50	37.89



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63,394.8580	GNMA 11 POOL #0004617 4.500% 01/20/2040 DD 01/01/10	69,078.79	110.7570	70,214.24	1,135.45
66,500.3110	GNMA 11 POOL #0004696 4.500% 05/20/2040 DD 05/01/10	72,462.68	110.6170	73,560.65	1,097.97
154,341.6800	GNMA 11 POOL #0004837 6.000% 10/20/2040 DD 10/01/10	174,353.69	113.1530	174,642.24	288.55
69,299.9640	GNMA 11 POOL #0004923 4.500% 01/20/2041 DD 01/01/11	75,621.58	110.6170	76,657.54	1,035.96
457,436.9590	GNMA 11 POOL #0004978 4.500% 03/20/2041 DD 03/01/11	499,164.42	110.6170	506,003.04	6,838.62
68,309.9240	GNMA 11 POOL #0783368 4.500% 07/20/2041 DD 08/01/11	74,628.58	110.1790	75,263.19	634.61
66,824.0610	GNMA GTD REMIC P/T 10-93 PS VAR RT 06/20/2035 DD 07/20/10	8,770.66	8.5540	5,716.13	3,054.53-
66,384.2400	GNMA GTD REMIC P/T 10-85 HS VAR RT 01/20/2040 DD 07/20/10	11,350.34	15.8500	10,521.90	828.44-
165,571.2800	GNMA GTD REMIC P/T 10-H10 FC VAR RT 05/20/2060 DD 06/20/10	168,460.36	102.4850	169,685.73	1,225.37
265,943.6200	GNMA GTD REMIC P/T 10-H20 AF VAR RT 10/20/2060 DD 10/20/10	261,764.72	99.6560	265,028.77	3,264.05
240,119.9500	GNMA GTD REMIC P/T 10-H24 FA VAR RT 10/20/2060 DD 11/20/10	236,797.50	99.7970	239,632.51	2,835.01
124,389.7600	GNMA GTD REMIC P/T 10-H22 FE VAR RT 05/20/2059 DD 11/20/10	123,159.30	99.8560	124,210.64	1,051.34



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223,349.6900	GNMA GTD REMIC P/T 11-H06 FA VAR RT 02/20/2061 DD 02/20/11	221,554.35	100.2470	223,901.36	2,347.01
92,175.4100	GNMA GTD REMIC P/T 11-H09 AF VAR RT 03/20/2061 DD 03/20/11	91,662.66	100.4910	92,627.99	965.33
98,345.6400	GNMA GTD REMIC P/T 10-3 MS VAR RT 11/20/2038 DD 01/20/10	15,436.28	12.9450	12,730.84	2,705.44-
58,371.7200	GNMA GTD REMIC P/T 10-113 BS VAR RT 09/20/2040 DD 09/20/10	9,282.93	16.4960	9,629.00	346.07
58,668.5640	GNMA GTD REMIC P/T 10-121 SE VAR RT 09/20/2040 DD 09/20/10	9,395.24	17.3140	10,157.88	762.64
61,266.9780	GNMA GTD REMIC P/T 11-11 SA VAR RT 01/20/2041 DD 01/20/11	9,661.87	15.8020	9,681.41	19.54
60,867.4700	GNMA GTD REMIC P/T 11-70 BS VAR RT 12/16/2036 DD 05/16/11	11,571.47	13.2230	8,048.51	3,522.96-
83,442.3300	GNMA GTD REMIC P/T 11-146 YS VAR RT 11/16/2041 DD 11/16/11	20,443.37	24.6110	20,535.99	92.62
571,749.6920	GNMA GTD REMIC P/T 12-66 CIIIO 3.500% 02/20/2038 DD 05/01/12	102,914.94	15.1310	86,511.45	16,403.49-
1,763,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	1,710,128.88	92.7810	1,635,729.03	74,399.85-
2,370,000.0000	U S TREASURY NOTE 1.375% 01/31/2020 DD 01/31/13	2,366,337.28	101.1410	2,397,041.70	30,704.42
TOTAL U. S. GOVERNMENT SECURITIES		25,232,504.71		25,116,324.46	116,180.25-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>CORPORATE DEBT INSTRUMENTS - PREFERRED</u>					
130,000.0000	AT&T INC 5.500% 02/01/2018 DD 02/01/08	153,409.40	117.5640	152,833.20	576.20-
50,000.0000	AT&T INC 6.550% 02/15/2039 DD 02/03/09	60,848.00	123.5290	61,764.50	916.50
100,000.0000	AT&T INC 2.500% 08/15/2015 DD 07/30/10	104,002.00	103.8670	103,867.00	135.00-
10,000.0000	AT&T INC 5.550% 08/15/2041 DD 08/18/11	11,819.05	110.2260	11,022.60	796.45-
40,000.0000	AT&T INC 2.625% 12/01/2022 DD 12/11/12	39,968.80	96.5550	38,622.00	1,346.80-
40,000.0000	AMERICA MOVIL SAB DE CV 5.625% 11/15/2017 DD 10/30/07	46,572.00	116.2190	46,487.60	84.40-
40,000.0000	AMERICAN EXPRESS CREDIT CORP 5.125% 08/25/2014 DD 08/25/09	43,504.00	106.2360	42,494.40	1,009.60-
130,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 5.000% 04/15/2020 DD 03/29/10	149,955.00	118.5890	154,165.70	4,210.70
40,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 2.500% 07/15/2022 DD 07/16/12	39,807.20	98.2930	39,317.20	490.00-
120,000.0000	APACHE CORP 6.000% 09/15/2013 DD 10/01/08	129,290.40	102.4430	122,931.60	6,358.80-
50,000.0000	AVIS BUDGET RENTAL C 2A A 144A 2.802% 05/20/2018 DD 03/22/12	49,960.50	105.1060	52,553.00	2,592.50



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100,000.0000	AVIS BUDGET RENTAL C 3A A 144A 2.100% 03/20/2019 DD 07/31/12	99,955.36	102.0430	102,043.00	2,087.64
160,000.0000	BHP BILLITON FINANCE USA LTD 3.250% 11/21/2021 DD 11/21/11	161,475.20	105.6380	169,020.80	7,545.60
180,000.0000	BP CAPITAL MARKETS PLC 5.250% 11/07/2013 DD 11/07/08	192,349.80	102.7920	185,025.60	7,324.20-
60,000.0000	BP CAPITAL MARKETS PLC 3.875% 03/10/2015 DD 03/10/09	64,349.40	106.0230	63,613.80	735.60-
10,000.0000	BP CAPITAL MARKETS PLC 3.561% 11/01/2021 DD 11/01/11	10,297.20	106.1660	10,616.60	319.40
60,000.0000	BNP PARIBAS SA 2.375% 09/14/2017 DD 09/14/12	59,921.40	101.4810	60,888.60	967.20
140,000.0000	BAKER HUGHES INC 7.500% 11/15/2018 DD 10/28/08	184,706.20	131.2240	183,713.60	992.60-
70,000.0000	BANK OF AMERICA CORP 5.420% 03/15/2017 DD 03/15/07	71,573.60	110.8170	77,571.90	5,998.30
30,000.0000	BOEING CAPITAL CORP 4.700% 10/27/2019 DD 10/27/09	34,661.10	117.1740	35,152.20	491.10
80,000.0000	BOEING CO/THE 4.875% 02/15/2020 DD 07/28/09	94,436.80	118.6470	94,917.60	480.80
110,000.0000	CD 2007-CD4 COMMERCIAL CD4 A4 5.322% 12/11/2049 DD 03/01/07	125,541.80	113.6680	125,034.80	507.00-
170,000.0000	CATERPILLAR FINANCIAL SERVICES 6.200% 09/30/2013 DD 09/26/08	184,229.00	102.7910	174,744.70	9,484.30-



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240,000.0000	CITIGROUP INC 5.000% 09/15/2014 DD 09/16/04	248,551.20	105.0030	252,007.20	3,456.00
140,000.0000	CITIGROUP INC 6.000% 12/13/2013 DD 06/15/10	148,330.00	103.6080	145,051.20	3,278.80-
120,000.0000	CITIGROUP COMMERCIAL SMP A 144A 2.110% 01/12/2018 DD 03/01/13	122,996.32	102.3700	122,844.00	152.32-
100,000.0000	COMCAST CORP 6.500% 01/15/2015 DD 01/10/03	114,106.00	110.3050	110,305.00	3,801.00-
91,000.0000	COMM 2007-C9 MORTGAGE TR C9 A4 VAR RT 12/10/2049 DD 08/01/07	105,783.95	117.1800	106,633.80	849.85
70,000.0000	CONOCOPHILLIPS HOLDING CO 6.950% 04/15/2029 DD 04/20/99	94,042.20	135.0940	94,565.80	523.60
10,000.0000	COOPERATIVE CENTRALE RAIFFEIS 3.875% 02/08/2022 DD 02/08/12	10,475.60	105.4860	10,548.60	73.00
40,000.0000	COOPERATIVE CENTRALE RAIFFEIS 3.375% 01/19/2017 DD 01/19/12	40,893.61	107.0610	42,824.40	1,930.79
100,000.0000	CREDIT AGRICOLE SA 144A VAR RT 10/29/2049 DD 10/13/09	93,000.00	109.3750	109,375.00	16,375.00
28,000.0000	COMMERCIAL MORTGAGE PASS C5 A3 5.311% 12/15/2039 DD 12/01/06	31,134.69	111.9830	31,355.24	220.55
202,377.0500	DBUS 2011-LC3 MO LC3A XA 144A VAR RT 08/10/2044 DD 08/01/11	11,229.87	4.3940	8,892.45	2,337.42-
150,000.0000	DAIMLER FINANCE NORTH AME 144A 1.300% 07/31/2015 DD 08/01/12	149,727.00	100.6740	151,011.00	1,284.00



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40,000.0000	JOHN DEERE CAPITAL CORP 2.250% 04/17/2019 DD 04/17/12	40,069.46	103.4060	41,362.40	1,292.94
160,000.0000	DIAGEO CAPITAL PLC 4.828% 07/15/2020 DD 05/14/10	182,582.40	116.9410	187,105.60	4,523.20
100,000.0000	EFS VOLUNTEER NO 2 L 1 A2 144A VAR RT 03/25/2036 DD 05/22/12	97,582.03	103.9880	103,988.00	6,405.97
98,101.9900	GS MORTGAGE SECURI GC5 XA 144A VAR RT 08/10/2044 DD 10/01/11	8,850.54	8.4240	8,264.11	586.43-
150,000.0000	GS MORTGAGE SECURI ALOH A 144A 3.551% 04/10/2034 DD 05/01/12	152,244.52	105.1520	157,728.00	5,483.48
40,000.0000	GENERAL ELECTRIC CO 0.850% 10/09/2015 DD 10/09/12	39,989.20	100.3340	40,133.60	144.40
160,000.0000	GENERAL ELECTRIC CAPITAL CORP VAR RT 11/15/2067 DD 11/15/07	163,200.00	106.0000	169,600.00	6,400.00
330,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	407,530.20	131.0230	432,375.90	24,845.70
30,000.0000	GENERAL ELECTRIC CAPITAL CORP 1.625% 07/02/2015 DD 07/02/12	30,430.80	101.7080	30,512.40	81.60
50,000.0000	GLAXOSMITHKLINE CAPITAL PLC 2.850% 05/08/2022 DD 05/09/12	49,660.00	102.0200	51,010.00	1,350.00
20,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 05/01/2014 DD 05/06/09	21,339.20	105.4060	21,081.20	258.00-
70,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	71,160.60	113.9300	79,751.00	8,590.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
60,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 06/15/2020 DD 06/03/10	63,132.60	118.0210	70,812.60	7,680.00
20,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 10/15/2013 DD 10/14/03	20,935.20	102.4510	20,490.20	445.00-
140,000.0000	GOLDMAN SACHS GROUP INC/THE 6.250% 02/01/2041 DD 01/28/11	138,271.00	118.8350	166,369.00	28,098.00
20,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 07/27/2021 DD 07/27/11	19,798.40	113.3070	22,661.40	2,863.00
130,000.0000	GOLDMAN SACHS GROUP INC/THE 2.375% 01/22/2018 DD 01/22/13	129,945.40	101.3630	131,771.90	1,826.50
50,000.0000	HSBC FINANCE CORP 6.676% 01/15/2021 DD 07/15/11	53,371.50	118.3340	59,167.00	5,795.50
130,000.0000	JPMORGAN CHASE & CO 1.100% 10/15/2015 DD 10/18/12	129,946.70	100.1420	130,184.60	237.90
150,000.0000	JPMORGAN CHASE & CO 5.125% 09/15/2014 DD 09/15/04	160,737.00	106.0780	159,117.00	1,620.00-
230,000.0000	JPMORGAN CHASE & CO 5.150% 10/01/2015 DD 10/04/05	250,210.10	109.4820	251,808.60	1,598.50
120,000.0000	JPMORGAN CHASE & CO 6.125% 06/27/2017 DD 06/27/07	136,948.80	117.3490	140,818.80	3,870.00
10,000.0000	JPMORGAN CHASE & CO 4.350% 08/15/2021 DD 08/10/11	10,217.30	110.3180	11,031.80	814.50
60,000.0000	LANDWIRTSCHAFTLICHE RENTENBANK 1.375% 10/23/2019 DD 10/23/12	59,673.60	99.6000	59,760.00	86.40



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
40,000.0000	MEDTRONIC INC 4.450% 03/15/2020 DD 03/16/10	45,043.20	114.9200	45,968.00	924.80
60,000.0000	METLIFE INC 6.750% 06/01/2016 DD 05/29/09	71,283.60	117.5590	70,535.40	748.20-
20,000.0000	MORGAN STANLEY BANK OF A C7 A4 2.918% 02/15/2046 DD 01/01/13	20,599.80	101.0270	20,205.40	394.40-
20,000.0000	MORGAN STANLEY BANK C7 AS 144A 3.214% 02/15/2046 DD 01/01/13	20,598.78	101.1120	20,222.40	376.38-
60,000.0000	OCCIDENTAL PETROLEUM CORP 3.125% 02/15/2022 DD 08/18/11	60,532.20	105.1430	63,085.80	2,553.60
50,000.0000	OCCIDENTAL PETROLEUM CORP 2.700% 02/15/2023 DD 06/22/12	49,926.10	100.0930	50,046.50	120.40
80,000.0000	ORACLE CORP 1.200% 10/15/2017 DD 10/25/12	79,861.60	100.1100	80,088.00	226.40
10,000.0000	PACIFIC GAS & ELECTRIC CO 5.800% 03/01/2037 DD 03/13/07	11,946.70	121.9250	12,192.50	245.80
20,000.0000	PACIFIC GAS & ELECTRIC CO 8.250% 10/15/2018 DD 10/21/08	26,679.00	134.1060	26,821.20	142.20
28,000.0000	PEPSICO INC 7.900% 11/01/2018 DD 10/24/08	37,634.24	133.1410	37,279.48	354.76-
80,000.0000	PEPSICO INC 0.700% 08/13/2015 DD 08/13/12	79,973.60	100.1500	80,120.00	146.40
32,000.0000	PETROBRAS INTERNATIONAL FINANC 5.750% 01/20/2020 DD 10/30/09	35,449.60	110.1370	35,243.84	205.76-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
220,000.0000	PETROBRAS INTERNATIONAL FINANC 5.375% 01/27/2021 DD 01/27/11	236,882.80	107.8990	237,377.80	495.00
80,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.900% 11/15/2021 DD 11/15/11	78,887.20	103.1680	82,534.40	3,647.20
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 4.500% 03/20/2042 DD 03/20/12	39,461.20	102.7890	41,115.60	1,654.40
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.500% 08/22/2022 DD 08/21/12	39,548.80	98.6860	39,474.40	74.40-
30,000.0000	RAYTHEON CO 3.125% 10/15/2020 DD 10/20/10	30,534.00	105.6120	31,683.60	1,149.60
20,000.0000	RIO TINTO FINANCE USA LTD 2.500% 05/20/2016 DD 05/20/11	20,728.80	104.4000	20,880.00	151.20
20,000.0000	RIO TINTO FINANCE USA LTD 4.125% 05/20/2021 DD 05/20/11	21,100.00	107.9930	21,598.60	498.60
40,000.0000	RIO TINTO FINANCE USA LTD 3.750% 09/20/2021 DD 09/19/11	41,294.40	105.3470	42,138.80	844.40
100,000.0000	SLM STUDENT LOAN TRUST 200 5 B VAR RT 09/16/2024 DD 08/29/02	90,630.00	91.9680	91,988.00	1,338.00
100,000.0000	SLM STUDENT LOAN TRUST 20 3 A5 VAR RT 07/25/2023 DD 03/18/04	97,780.00	99.1730	99,173.00	1,393.00
30,000.0000	SHELL INTERNATIONAL FINANCE BV 6.375% 12/15/2038 DD 12/11/08	39,691.80	138.1120	41,433.60	1,741.80
20,000.0000	SHELL INTERNATIONAL FINANCE BV 4.375% 03/25/2020 DD 03/25/10	22,885.80	115.8970	23,179.40	293.60



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55.951.5000	STRUCTURED ADJUSTABLE 16XS A1 VAR RT 08/25/2035 DD 07/25/05	43,232.63	94.3450	52,787.44	9,554.81
100.000.0000	SUMITOMO MITSUI BANKING C 144A 3.150% 07/22/2015 DD 07/22/10	104,122.00	104.7970	104,797.00	675.00
10.000.0000	TEVA PHARMACEUTICAL FINANCE CO 3.650% 11/10/2021 DD 11/10/11	10,122.80	106.4200	10,642.00	519.20
10.000.0000	TEVA PHARMACEUTICAL FINANCE IV 3.650% 11/10/2021 DD 11/10/11	10,122.80	106.4200	10,642.00	519.20
90.000.0000	TOYOTA MOTOR CREDIT CORP 1.250% 10/05/2017 DD 10/05/12	89,947.80	99.8910	89,901.90	45.90-
50.000.0000	UBS-BARCLAYS COMMER C4 AS 144A 3.317% 12/10/2045 DD 12/01/12	51,249.71	100.1510	50,075.50	1,174.21-
42.000.0000	UNION PACIFIC CORP 4.163% 07/15/2022 DD 06/23/11	45,378.90	112.6050	47,294.10	1,915.20
40.000.0000	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	39,506.80	106.5870	42,634.80	3,128.00
20.000.0000	UNITEDHEALTH GROUP INC 5.800% 03/15/2036 DD 03/02/06	23,006.00	118.8030	23,760.60	754.60
30.000.0000	UNITEDHEALTH GROUP INC 3.875% 10/15/2020 DD 10/25/10	31,689.30	109.6830	32,904.90	1,215.60
40.000.0000	UNITEDHEALTH GROUP INC 5.700% 10/15/2040 DD 10/25/10	46,436.80	118.3020	47,320.80	884.00
172.000.0000	VALE OVERSEAS LTD 4.375% 01/11/2022 DD 01/11/12	172,765.40	102.6050	176,480.60	3,715.20



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
10,000.0000	VERIZON COMMUNICATIONS INC 6.100% 04/15/2018 DD 04/04/08	12,109.00	120.6830	12,068.30	40.70-
12,000.0000	VERIZON COMMUNICATIONS INC 8.750% 11/01/2018 DD 11/04/08	16,757.64	134.4830	16,137.96	619.68-
80,000.0000	VERIZON COMMUNICATIONS INC 6.350% 04/01/2019 DD 03/27/09	97,420.80	122.7140	98,171.20	750.40
40,000.0000	VERIZON COMMUNICATIONS INC 3.500% 11/01/2021 DD 11/03/11	41,755.50	103.9170	41,566.80	188.70-
30,000.0000	VERIZON COMMUNICATIONS INC 2.450% 11/01/2022 DD 11/07/12	29,987.92	94.5760	28,372.80	1,615.12-
10,000.0000	CELCO PARTNERSHIP / VERIZON W 8.500% 11/15/2018 DD 05/15/09	13,877.50	133.0800	13,308.00	569.50-
252,654.0820	WFRBS COMMERCIAL MO C2 XA 144A VAR RT 02/15/2044 DD 03/01/11	13,691.27	4.7100	11,900.01	1,791.26-
128,779.2190	WFRBS COMMERCIAL C7 XA 144A VAR RT 06/15/2045 DD 06/01/12	14,153.78	10.8620	13,988.00	165.78-
60,000.0000	WFRBS COMMERCIAL MORTGA C11 AS 3.311% 03/15/2045 DD 02/01/13	61,799.64	101.9280	61,156.80	642.84-
255,000.0000	WACHOVIA CORP 5.250% 08/01/2014 DD 07/22/04	274,464.15	105.8010	269,792.55	4,671.60-
10,000.0000	WELLS FARGO & CO 4.600% 04/01/2021 DD 03/29/11	10,724.20	114.2050	11,420.50	696.30
20,000.0000	WELLS FARGO & CO 2.100% 05/08/2017 DD 05/07/12	19,984.00	103.1210	20,624.20	640.20



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
30,000.0000	WELLS FARGO & CO 1.500% 01/16/2018 DD 12/26/12	29,946.00	99.7920	29,937.60	8.40-
50,000.0000	WELLS FARGO & CO 3.450% 02/13/2023 DD 02/13/13	50,207.70	100.6720	50,336.00	128.30
50,000.0000	WELLS FARGO & CO STEP 06/15/2016 DD 09/15/2010	53,395.50	108.1310	54,065.50	670.00
120,000.0000	WYETH LLC 5.950% 04/01/2037 DD 03/27/07	152,022.00	127.7220	153,266.40	1,244.40
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		8,579,560.96		8,730,440.78	150,879.82
CORPORATE DEBT INSTRUMENTS					
90,000.0000	ABBVIE INC 144A 1.750% 11/06/2017 DD 11/08/12	89,811.90	101.2160	91,094.40	1,282.50
60,000.0000	ABBVIE INC 144A 2.900% 11/06/2022 DD 11/08/12	59,613.60	100.0900	60,064.00	440.40
142,581.8350	ACE SECURITIES CORP HOM FM1 M1 VAR RT 09/25/2033 DD 01/29/04	109,150.72	90.9970	129,745.19	20,594.47
60,000.0000	ALTRIA GROUP INC 8.500% 11/10/2013 DD 11/10/08	67,044.00	104.7710	62,862.60	4,181.40-
110,000.0000	ALTRIA GROUP INC 4.750% 05/05/2021 DD 05/05/11	118,242.30	113.1820	124,500.20	6,257.90
60,000.0000	ALTRIA GROUP INC 2.850% 08/09/2022 DD 08/09/12	59,932.80	98.3090	58,985.40	947.40-
50,000.0000	HESS CORP 7.875% 10/01/2029 DD 10/01/99	66,538.50	128.9910	64,495.50	2,043.00-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
60,000.0000	HESS CORP 7.300% 08/15/2031 DD 08/15/01	76,350.00	124.2360	74,541.60	1,808.40-
130,000.0000	AMERICAN EXPRESS CO VAR RT 09/01/2066 DD 08/01/06	132,599.99	107.7500	140,075.00	7,475.01
130,000.0000	AMERICAN INTERNATIONAL GROUP I 6.250% 03/15/2087 DD 03/13/07	116,999.99	110.7600	143,988.00	26,988.01
20,000.0000	ANADARKO FINANCE CO 7.500% 05/01/2031 DD 04/26/01	24,706.80	132.5270	26,505.40	1,798.60
20,000.0000	ANADARKO PETROLEUM CORP 6.375% 09/15/2017 DD 08/12/10	23,764.40	119.3610	23,872.20	107.80
20,000.0000	ARCELORMITTAL VAR RT 02/25/2017 DD 02/28/12	19,606.25	104.6500	20,930.00	1,323.75
10,000.0000	BAC CAPITAL TRUST XIV VAR RT 09/29/2049 DD 02/16/07	7,050.00	87.5000	8,750.00	1,700.00
100,000.0000	BBVA US SENIOR SAU 3.250% 05/16/2014 DD 05/18/11	99,698.00	100.6050	100,605.00	907.00
10,000.0000	BANK OF AMERICA CORP 5.750% 12/01/2017 DD 12/04/07	11,167.90	115.6660	11,566.60	398.70
320,000.0000	BANK OF AMERICA CORP 4.500% 04/01/2015 DD 03/11/10	331,443.20	105.9620	339,078.40	7,635.20
20,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	20,850.60	116.6970	23,339.40	2,488.80
40,000.0000	BANK OF AMERICA CORP 5.000% 05/13/2021 DD 05/13/11	40,061.60	112.0910	44,836.40	4,774.80



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
20,000.0000	BANK OF AMERICA CORP 3.875% 03/22/2017 DD 03/22/12	20,110.20	107.5760	21,515.20	1,405.00
20,000.0000	BARRICK GOLD CORP 3.850% 04/01/2022 DD 04/03/12	19,988.60	102.2230	20,444.60	456.00
100,000.0000	BARRICK NORTH AMERICA FINANCE 4.400% 05/30/2021 DD 06/01/11	105,406.00	106.7820	106,782.00	1,376.00
131,951.2300	ALTERNATIVE LOAN TRUST 36 3A1 VAR RT 08/25/2035 DD 06/01/05	91,550.34	76.6600	101,153.81	9,603.47
215,282.9100	ALTERNATIVE LOAN TRUST 44 1A1 VAR RT 10/25/2035 DD 08/30/05	105,757.28	69.7160	150,086.63	44,329.35
19,167.2900	COUNTRYWIDE ASSET-BACKED 4 AF3 VAR RT 10/25/2035 DD 06/01/05	18,408.22	100.3910	19,242.23	834.01
159,469.8900	CHL MORTGAGE PASS-THR HYB1 1A1 VAR RT 03/25/2035 DD 01/28/05	100,576.14	80.5350	128,429.08	27,852.94
25,163.8500	CHL MORTGAGE PASS-THROUG 4 4A1 VAR RT 02/25/2035 DD 01/28/05	14,613.94	71.4440	17,978.06	3,364.12
52,552.5900	CHL MORTGAGE PASS-THROUG 7 2A1 VAR RT 03/25/2035 DD 01/27/05	28,291.53	83.8910	44,086.89	15,795.36
86,020.2900	CHL MORTGAGE PASS-THROU 11 6A1 VAR RT 03/25/2035 DD 02/28/05	49,356.30	81.4740	70,084.17	20,727.87
40,000.0000	CELULOSA ARAUCO Y CONSTITUCION 4.750% 01/11/2022 DD 07/11/12	40,909.50	104.0020	41,600.80	691.30
38,000.0000	CITIGROUP INC 5.125% 05/05/2014 DD 05/05/04	39,987.02	104.5720	39,737.36	249.66-



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150,000.0000	CITIGROUP INC 6.875% 03/05/2038 DD 03/05/08	173,190.00	131.2000	196,800.00	23,610.00
30,000.0000	CLIFFS NATURAL RESOURCES INC 4.800% 10/01/2020 DD 09/20/10	29,453.40	99.6330	29,889.90	436.50
10,000.0000	CLIFFS NATURAL RESOURCES INC 4.875% 04/01/2021 DD 03/23/11	9,701.20	98.5440	9,854.40	153.20
70,000.0000	CLIFFS NATURAL RESOURCES INC 3.950% 01/15/2018 DD 12/13/12	70,242.50	100.4030	70,282.10	39.60
80,000.0000	COMCAST CABLE COMMUNICATIONS L 8.875% 05/01/2017 DD 05/01/97	103,932.80	128.9960	103,196.80	736.00-
20,000.0000	COMCAST CORP 5.875% 02/15/2018 DD 11/17/06	23,669.40	120.6400	24,128.00	458.60
31,085.7240	CONTINENTAL AIRLINES 1998-1 CL 6.648% 09/15/2017 DD 02/20/98	32,521.89	106.7500	33,184.01	662.12
106,434.6800	CWHEQ REVOLVING HOME EQUI E 2A VAR RT 07/15/2036 DD 06/29/06	60,203.27	66.9310	71,237.80	11,034.53
119,861.1300	DSLA MORTGAGE LOAN TR AR1 2A1A VAR RT 03/19/2045 DD 02/28/05	74,061.52	84.7340	101,563.13	27,501.61
206,421.6390	DELTA AIR LINES 2007-1 CLASS A 6.821% 02/10/2024 DD 02/10/08	226,031.71	113.2500	233,772.51	7,740.80
75,000.0000	DEUTSCHE TELEKOM INTERNATIONAL 5.750% 03/23/2016 DD 03/23/06	84,694.50	112.9200	84,690.00	4.50-
80,000.0000	DEVON ENERGY CORP 5.600% 07/15/2041 DD 07/12/11	90,016.80	109.2670	87,413.60	2,603.20-



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10,000.0000	DEVON ENERGY CORP 3.250% 05/15/2022 DD 05/14/12	9,940.80	100.1610	10,016.10	75.30
10,000.0000	DEVON FINANCING CORP LLC 7.875% 09/30/2031 DD 10/03/01	14,511.90	135.6110	13,561.10	950.80-
20,000.0000	ECOLAB INC 4.350% 12/08/2021 DD 12/08/11	21,202.40	110.3350	22,067.00	864.60
100,000.0000	ENTERPRISE PRODUCTS OPERATING 9.750% 01/31/2014 DD 12/08/08	114,755.00	107.4420	107,442.00	7,313.00-
20,000.0000	ENTERPRISE PRODUCTS OPERATING 6.125% 10/15/2039 DD 10/05/09	22,957.80	117.5790	23,515.80	558.00
10,000.0000	ENTERPRISE PRODUCTS OPERATING 5.950% 02/01/2041 DD 01/13/11	11,267.50	115.8490	11,584.90	317.40
90,000.0000	ENTERPRISE PRODUCTS OPERATING 3.350% 03/15/2023 DD 03/18/13	90,416.60	101.8380	91,654.20	1,237.60
20,000.0000	ENTERPRISE PRODUCTS OPERATING 4.850% 03/15/2044 DD 03/18/13	20,129.10	102.0870	20,417.40	288.30
170,000.0000	EXPRESS SCRIPTS HOLDING CO 3.500% 11/15/2016 DD 11/15/12	177,573.50	107.7320	183,144.40	5,570.90
140,000.0000	FIRSTENERGY CORP 7.375% 11/15/2031 DD 11/15/01	171,399.41	117.1480	164,007.20	7,392.21-
20,000.0000	FIRSTENERGY CORP 2.750% 03/15/2018 DD 03/05/13	19,998.00	101.1320	20,226.40	228.40
80,000.0000	FIRSTENERGY CORP 4.250% 03/15/2023 DD 03/05/13	80,090.10	101.1380	80,910.40	820.30



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80,000.0000	FORD MOTOR CO 4.750% 01/15/2043 DD 01/08/13	77,750.00	93.0700	74,456.00	3,294.00-
120,000.0000	FORD MOTOR CREDIT CO LLC 8.125% 01/15/2020 DD 12/14/09	147,900.00	126.2610	151,513.20	3,613.20
85,000.0000	FREEMONT-MCMORAN COPPER & GOLD 3.550% 03/01/2022 DD 02/13/12	81,952.61	99.4010	84,490.85	2,538.24
30,000.0000	FREEMONT-MCMORAN COPPER & 144A 2.375% 03/15/2018 DD 03/07/13	29,997.00	100.4180	30,125.40	128.40
30,000.0000	FREEMONT-MCMORAN COPPER & 144A 3.100% 03/15/2020 DD 03/07/13	29,988.60	100.3340	30,100.20	111.60
10,000.0000	GOLDMAN SACHS CAPITAL II VAR RT 06/01/2043 DD 05/15/07	6,862.50	84.1250	8,412.50	1,550.00
48,157.2400	GREENPOINT MORTGAGE FU AR4 1A1 VAR RT 10/25/2045 DD 07/29/05	28,753.43	82.3970	39,680.12	10,926.69
20,000.0000	HEINEKEN NV 144A 1.400% 10/01/2017 DD 10/10/12	19,934.00	99.5450	19,909.00	25.00-
70,000.0000	HUMANA INC 7.200% 06/15/2018 DD 06/05/08	83,872.60	122.4240	85,696.80	1,824.20
20,000.0000	HUMANA INC 3.150% 12/01/2022 DD 12/10/12	19,922.00	98.7730	19,754.60	167.40-
20,000.0000	HYUNDAI CAPITAL AMERICA 144A 2.125% 10/02/2017 DD 10/01/12	19,972.60	100.8150	20,163.00	190.40
10,000.0000	ING US INC 144A VAR RT 02/15/2018 DD 02/11/13	10,062.60	101.4300	10,143.00	80.40



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30,000.0000	INTERNATIONAL LEASE FINAN 144A 6.500% 09/01/2014 DD 08/20/10	31,687.50	106.5000	31,950.00	262.50
160,000.0000	INTERNATIONAL LEASE FINAN 144A 6.750% 09/01/2016 DD 08/20/10	171,400.00	113.0000	180,800.00	9,400.00
10,000.0000	KERR-MCGEE CORP 7.875% 09/15/2031 DD 10/03/01	12,895.20	131.0600	13,106.00	210.80
140,000.0000	KERR-MCGEE CORP 6.950% 07/01/2024 DD 07/01/04	169,085.00	125.2660	175,372.40	6,287.40
25,000.0000	KINDER MORGAN ENERGY PARTNERS 5.000% 12/15/2013 DD 11/21/03	26,548.25	103.1070	25,776.75	771.50-
40,000.0000	KINDER MORGAN ENERGY PARTNERS 3.950% 09/01/2022 DD 03/14/12	42,045.60	106.2500	42,500.00	454.40
72,000.0000	MONDELEZ INTERNATIONAL INC. 5.375% 02/10/2020 DD 02/06/10	83,289.89	118.9780	85,664.16	2,374.27
78,000.0000	KRAFT FOODS GROUP INC 5.375% 02/10/2020 DD 08/10/12	77,377.56	119.3270	93,075.06	15,697.50
60,000.0000	KRAFT FOODS GROUP INC 3.500% 06/06/2022 DD 12/06/12	59,460.00	104.5620	62,737.20	3,277.20
10,000.0000	MERRILL LYNCH & CO INC 6.875% 04/25/2018 DD 04/25/08	11,117.00	120.7020	12,070.20	953.20
32,516.4500	MERRILL LYNCH MORTGAGE 1 1 2A1 VAR RT 04/25/2035 DD 04/01/05	29,551.87	96.2390	31,293.51	1,741.64
180,000.0000	METLIFE INC 6.400% 12/15/2066 DD 12/21/06	176,400.00	109.3750	196,875.00	20,475.00



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
10,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	13,316.00	129.8240	12,982.40	333.60-
10,000.0000	MOLSON COORS BREWING CO 3.500% 05/01/2022 DD 05/03/12	10,021.60	104.0350	10,403.50	381.90
50,000.0000	MORGAN STANLEY VAR RT 10/18/2016 DD 10/16/06	42,934.50	97.4230	48,711.50	5,777.00
10,000.0000	MORGAN STANLEY 4.750% 03/22/2017 DD 03/22/12	10,003.30	110.3020	11,030.20	1,026.90
100,000.0000	MORGAN STANLEY 4.750% 04/01/2014 DD 03/30/04	101,636.00	103.3830	103,383.00	1,747.00
163,936.8460	MORGAN STANLEY MORTGAGE 11AR 1A1 VAR RT 01/25/2035 DD 12/29/04	125,829.67	94.3260	154,635.07	28,805.40
100,000.0000	NOBLE ENERGY INC 4.150% 12/15/2021 DD 12/08/11	102,211.00	109.9450	109,945.00	7,734.00
40,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	48,622.80	125.0910	50,036.40	1,413.60
161,000.0000	PEMEX PROJECT FUNDING MASTER T 6.625% 06/15/2035 DD 12/15/05	183,540.00	119.7500	192,797.50	9,257.50
40,000.0000	PETROBRAS INTERNATIONAL FINANC 6.125% 10/06/2016 DD 10/06/06	45,240.00	111.8000	44,720.00	520.00-
121,000.0000	PETROLEOS MEXICANOS 144A 3.500% 01/30/2023 DD 01/30/13	120,666.04	99.7500	120,697.50	31.46
60,000.0000	REYNOLDS AMERICAN INC 7.625% 06/01/2016 DD 12/01/06	72,012.00	119.0960	71,458.80	553.20-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
30,000.0000	REYNOLDS AMERICAN INC 3.250% 11/01/2022 DD 10/31/12	29,959.20	98.8690	29,660.70	298.50-
100,000.0000	RIO TINTO FINANCE USA LTD 6.500% 07/15/2018 DD 06/27/08	123,229.00	122.7500	122,750.00	479.00-
40,000.0000	ROCK TENN CO 3.500% 03/01/2020 DD 03/01/13	39,766.60	102.2250	40,890.00	1,123.40
10,000.0000	ROCK TENN CO 4.000% 03/01/2023 DD 03/01/13	9,981.40	101.1290	10,112.90	131.50
20,000.0000	ROGERS COMMUNICATIONS INC 6.800% 08/15/2018 DD 08/06/08	24,894.20	125.7870	25,157.40	263.20
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P VAR RT 08/29/2049 DD 08/20/01	8,475.00	104.0000	10,400.00	1,925.00
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P 2.550% 09/18/2015 DD 09/18/12	9,994.30	102.7790	10,277.90	283.60
35,000.0000	KONINKLIJKE KPN NV 8.375% 10/01/2030 DD 10/04/00	44,937.90	130.9640	45,837.40	899.50
10,000.0000	SESI LLC 7.125% 12/15/2021 DD 06/15/12	10,800.00	111.8750	11,187.50	387.50
80,000.0000	SLM CORP 3.875% 09/10/2015 DD 09/12/12	81,281.20	104.1290	83,303.20	2,022.00
69,758.7000	SACO I TRUST 2006-7 7 A1 VAR RT 07/25/2036 DD 06/30/06	25,386.14	67.4660	47,063.40	21,677.26
6,321.5000	SACO I TRUST 2005-7 7 A VAR RT 09/25/2035 DD 09/30/05	5,694.94	98.7040	6,239.57	544.63



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10,000.0000	SAFEMAY INC 3.950% 08/15/2020 DD 08/03/10	9,916.70	102.1850	10,218.50	301.80
40,000.0000	SAFEMAY INC 4.750% 12/01/2021 DD 12/05/11	41,350.80	107.6470	43,058.80	1,708.00
100,000.0000	SANTANDER US DEBT SAU 144A 3.781% 10/07/2015 DD 10/07/10	96,945.00	102.0030	102,003.00	5,058.00
120,000.0000	SOUTHERN COPPER CORP 5.250% 11/08/2042 DD 11/08/12	117,848.40	94.6870	113,624.40	4,224.00-
110,000.0000	STATE STREET CORP VAR RT 03/15/2018 DD 09/15/10	115,730.60	113.6020	124,962.20	9,231.60
231,315.1800	STRUCTURED ADJUSTABLE R 15 1A1 VAR RT 07/25/2035 DD 06/01/05	153,366.54	85.4690	197,702.77	44,336.23
20,000.0000	TELEFONICA EMISIONES SAU 6.221% 07/03/2017 DD 07/02/07	19,250.00	111.8880	22,377.60	3,127.60
30,000.0000	TELEFONICA EMISIONES SAU 5.877% 07/15/2019 DD 07/06/09	30,456.00	110.0100	33,003.00	2,547.00
20,000.0000	THERMO FISHER SCIENTIFIC INC 3.600% 08/15/2021 DD 08/16/11	21,110.00	103.4410	20,688.20	421.80-
15,000.0000	TIME WARNER ENTERTAINMENT CO L 8.375% 07/15/2033 DD 01/15/94	20,037.90	138.2360	20,735.40	697.50
10,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	11,426.50	118.2150	11,821.50	395.00
140,000.0000	TIME WARNER CABLE INC 8.750% 02/14/2019 DD 11/18/08	182,505.40	132.2510	185,151.40	2,646.00



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20,000.0000	TIME WARNER CABLE INC 6.750% 06/15/2039 DD 06/29/09	23,846.60	118.0120	23,602.40	244.20-
60,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	64,648.81	106.6200	63,972.00	676.81-
40,000.0000	TRANSOCEAN INC 5.050% 12/15/2016 DD 12/05/11	44,533.20	111.1100	44,444.00	89.20-
10,000.0000	TRANSOCEAN INC 6.375% 12/15/2021 DD 12/05/11	11,744.20	116.4280	11,642.80	101.40-
40,000.0000	EATON CORP 144A 4.150% 11/02/2042 DD 11/20/12	40,324.90	97.5000	39,000.00	1,324.90-
30,000.0000	EATON CORP 144A 1.500% 11/02/2017 DD 11/20/12	29,967.30	100.2870	30,086.10	118.80
100,000.0000	EATON CORP 144A 2.750% 11/02/2022 DD 11/20/12	99,813.10	99.4230	99,423.00	390.10-
21,000.0000	UNION PACIFIC CORP 5.375% 05/01/2014 DD 05/04/04	22,778.70	105.0700	22,064.70	714.00-
22,274.1060	UAL 2009-2A PASS THROUGH TRUST 9.750% 07/15/2018 DD 11/24/09	25,629.14	116.0000	25,837.96	208.82
40,000.0000	UBM PLC 144A 5.750% 11/03/2020 DD 11/03/10	39,550.80	105.9160	42,366.40	2,815.60
86,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	99,746.24	113.5860	97,683.96	2,062.28-
89,796.7800	WAMU MORTGAGE PASS TH AR6 2A1A VAR RT 04/25/2045 DD 04/26/05	69,614.82	91.8870	82,511.57	12,896.75



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
176,859.3700	WAMU MORTGAGE PASS TH AR10 1A4 VAR RT 09/25/2035 DD 07/01/05	155,323.15	98.4270	174,077.37	18,754.22
140,787.5100	WAMU MORTGAGE PASS T AR13 A1A1 VAR RT 10/25/2045 DD 10/25/05	109,282.90	92.7060	130,518.47	21,235.57
524,857.8900	WAMU MORTGAGE PASS TH 0A6 1A1B VAR RT 07/25/2047 DD 06/01/07	184,387.74	29.9940	157,425.88	26,961.86-
310,000.0000	WACHOVIA CAPITAL TRUST III VAR RT 03/29/2049 DD 02/01/06	292,949.98	100.3500	311,085.00	18,135.02
204,419.7000	WAMU MORTGAGE PASS TH AR1 AZA3 VAR RT 01/25/2045 DD 01/18/05	158,803.39	94.4300	193,033.52	34,230.13
10,000.0000	WASTE MANAGEMENT INC 7.375% 05/15/2029 DD 11/15/99	12,922.30	129.5880	12,958.80	36.50
20,000.0000	WASTE MANAGEMENT INC 4.600% 03/01/2021 DD 02/28/11	22,475.40	113.0020	22,600.40	125.00
20,000.0000	ACTAVIS INC 1.875% 10/01/2017 DD 10/02/12	19,908.20	101.1660	20,233.20	325.00
10,000.0000	WELLPOINT INC 5.875% 06/15/2017 DD 06/08/07	11,676.30	117.7190	11,771.90	95.60
40,000.0000	WELLPOINT INC 7.000% 02/15/2019 DD 02/05/09	49,666.00	125.0600	50,024.00	358.00
40,000.0000	WELLPOINT INC 3.700% 08/15/2021 DD 08/15/11	41,512.40	105.6080	42,243.20	730.80
30,000.0000	WELLPOINT INC 3.125% 05/15/2022 DD 05/07/12	29,846.40	100.6780	30,203.40	357.00



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20,000.0000	WELLPOINT INC 1.250% 09/10/2015 DD 09/10/12	19,991.80	100.8270	20,165.40	173.60
24,000.0000	WILLIAMS COS INC/THE 7.500% 01/15/2031 DD 01/17/01	28,804.08	122.7550	29,461.20	657.12
26,000.0000	WILLIAMS COS INC/THE 7.750% 06/15/2031 DD 06/13/01	31,673.46	124.5930	32,394.18	720.72
33,000.0000	WILLIAMS COS INC/THE 7.875% 09/01/2021 DD 08/21/01	41,124.93	127.7780	42,166.74	1,041.81
5,000.0000	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	6,591.60	134.6320	6,731.60	140.00
10,000.0000	XSTRATA FINANCE CANADA LT 144A 5.800% 11/15/2016 DD 11/15/06	11,404.90	113.8520	11,385.20	19.70-
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/23/2015 DD 10/25/12	70,057.50	101.1360	70,795.20	737.70
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/25/2017 DD 10/25/12	70,012.40	101.3610	70,952.70	940.30
10,000.0000	ZOETIS INC 144A 3.250% 02/01/2023 DD 01/28/13	9,989.00	101.4080	10,140.80	151.80
130,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 5.857% 11/30/2056 DD 05/17/07	125,664.70	0.0100	13.00	125,651.70-
270,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 12/28/2017 DD 12/21/07	0.00	0.0100	27.00	27.00
70,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 08/19/2065 DD 06/14/06	0.00	0.0100	7.00	7.00
TOTAL CORPORATE DEBT INSTRUMENTS		9,476,017.50		9,923,267.88	447,250.38



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<u>CORPORATE STOCK - COMMON</u>					
38,600.0000	NABORS INDUSTRIES LTD SHS	647,996.00	16.2200	626,092.00	21,904.00-
2,600.0000	PARTNERRE HLDGS LTD BERMUDA COM	176,514.00	93.1100	242,086.00	65,572.00
3,000.0000	CORE LABORATORIES N V	394,710.00	137.9200	413,760.00	19,050.00
304.0000	ORTHOPIX INTERNATIONAL NV	12,990.25	35.8700	10,904.48	2,085.77-
7,600.0000	AARON'S INC	228,912.00	28.6800	217,968.00	10,944.00-
5,650.0000	ABAXIS INC	261,164.51	47.3200	267,358.00	6,193.49
45,950.0000	ACACIA RESEARCH - ACACIA TECHN	1,519,900.48	30.1700	1,386,311.50	133,588.98-
5,400.0000	AGILENT TECHNOLOGIES INC	238,410.00	41.9700	226,638.00	11,772.00-
9,175.0000	AGRIUM INC	792,444.75	97.5000	894,562.50	102,117.75
8,600.0000	AKAMAI TECHNOLOGIES INC	343,846.00	35.3200	303,752.00	40,094.00-
9,000.0000	ALLEGHENY TECHNOLOGIES INC	269,010.00	31.7100	285,390.00	16,380.00
1,240.0000	AMERCO	154,204.99	173.5400	215,189.60	60,984.61
10,880.0000	AMERICAN VANGUARD CORP	356,796.15	30.5400	332,275.20	24,520.95-
5,470.0000	AMERISOURCEBERGEN CORP	263,950.90	51.4500	281,431.50	17,480.60
10,271.0000	AMSURG CORP	288,024.46	33.6400	345,516.44	57,491.98
4,200.0000	ANSYS INC	307,078.80	81.4200	341,964.00	34,885.20



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7,500.0000	AUTODESK INC	281,576.00	41.2500	309,375.00	27,799.00
5,133.0000	BALCHEM CORP	216,972.90	43.9400	225,544.02	8,571.12
38,700.0000	BANK OF THE OZARKS INC	1,209,762.00	44.3500	1,716,345.00	506,583.00
2,100.0000	CR BARD INC	213,144.00	100.7800	211,638.00	1,506.00-
7,490.0000	BEACON ROOFING SUPPLY INC	192,942.41	38.6600	289,563.40	96,620.99
2,000.0000	BIO-RAD LABORATORIES INC	227,400.00	126.0000	252,000.00	24,600.00
6,793.0000	BLUE NILE INC	251,177.19	34.4500	234,018.85	17,158.34-
4,500.0000	BORGWARNER INC	340,335.00	77.3400	348,030.00	7,695.00
2,600.0000	BOSTON PROPERTIES INC	280,358.00	101.0600	262,756.00	17,602.00-
16,100.0000	CSX CORP	336,834.90	24.6300	396,543.00	59,708.10
23,439.0000	CALAMP CORP	212,252.80	10.9700	257,125.83	44,873.03
11,246.0000	CAMBREX CORP	133,503.19	12.7900	143,836.34	10,333.15
11,325.0000	CANADIAN NATIONAL RAILWAY CO	899,544.75	100.3000	1,135,897.50	236,352.75
8,400.0000	CANADIAN NATURAL RESOURCES LTD	278,712.00	32.1300	269,892.00	8,820.00-
12,725.0000	CANADIAN PACIFIC RAILWAY LTD	966,463.75	130.4700	1,660,230.75	693,767.00
4,300.0000	COACH INC	263,337.00	49.9900	214,957.00	48,380.00-
19,200.0000	COHERENT INC	945,213.52	56.7400	1,089,408.00	144,194.48
16,240.0000	CONCEPTUS INC	239,438.31	24.1500	392,196.00	152,757.69



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
3,068.0000	CORPORATE EXECUTIVE BOARD CO/IT	131,954.69	58.1600	178,434.88	46,480.19
4,300.0000	COVANCE INC	278,611.00	74.3200	319,576.00	40,965.00
7,760.0000	CUBIST PHARMACEUTICALS INC	329,474.92	46.8200	363,323.20	33,848.28
5,310.0000	CYBERONICS INC	227,890.18	46.8000	248,508.00	20,617.82
25,700.0000	DR HORTON INC	553,934.92	24.3000	624,510.00	70,575.08
6,000.0000	DARDEN RESTAURANTS INC	272,280.00	51.6800	310,080.00	37,800.00
17,560.0000	DIODES INC	387,955.11	20.9800	368,408.80	19,546.31-
9,160.0000	DREW INDUSTRIES INC	335,942.36	36.3100	332,599.60	3,342.76-
4,000.0000	DRIL-QUIP INC	263,168.51	87.1700	348,680.00	85,511.49
1,450.0000	EAGLE MATERIALS INC	51,250.43	66.6300	96,613.50	45,363.07
6,600.0000	EASTMAN CHEMICAL CO	470,052.00	69.8700	461,142.00	8,910.00-
10,100.0000	EATON VANCE CORP	351,926.86	41.8300	422,483.00	70,556.14
29,630.0000	8X8 INC	206,903.81	6.8500	202,985.50	3,938.31-
6,140.0000	ELIZABETH ARDEN INC	214,777.20	40.2500	247,135.00	32,357.80
8,112.0000	EMCOR GROUP INC	225,012.85	42.3900	343,867.68	118,854.83
9,800.0000	ENERSYS	348,624.67	45.6800	446,684.00	98,059.33
37,987.0000	ENTEGRIS INC	344,537.56	9.8600	374,551.82	30,014.26
17,300.0000	FEI CO	850,793.89	64.5500	1,116,715.00	265,921.11



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1,375.0000	FINNING INTERNATIONAL INC	38,060.00	24.6800	33,935.00	4,125.00-
38,800.0000	FIRST FINANCIAL BANCORP	668,165.60	16.0500	622,740.00	45,425.60-
8,480.0000	FORWARD AIR CORP	312,544.62	37.2900	316,219.20	3,674.58
5,300.0000	GATX CORP	246,597.00	51.9700	275,441.00	28,844.00
3,200.0000	GENERAL DYNAMICS CORP	226,112.00	70.5100	225,632.00	480.00-
5,867.0000	GREENHILL & CO INC	284,244.64	53.3800	313,180.46	28,935.82
9,234.0000	HNI CORP	267,389.81	35.4900	327,714.66	60,324.85
7,700.0000	HAEMONETICS CORP	268,268.01	41.6600	320,782.00	52,513.99
4,340.0000	HAIN CELESTIAL GROUP INC/THE	190,135.41	61.0800	265,087.20	74,951.79
7,300.0000	HARSCO CORP	181,405.00	24.7700	180,821.00	584.00-
13,630.0000	HEALTHCARE SERVICES GROUP INC	287,203.32	25.6300	349,336.90	62,133.58
34,300.0000	JACK HENRY & ASSOCIATES INC	1,170,316.00	46.2100	1,585,003.00	414,687.00
13,794.0000	IXIA	218,047.50	21.6400	298,502.16	80,454.66
5,700.0000	INTEGRYS ENERGY GROUP INC	309,571.00	58.1600	331,512.00	21,941.00
9,500.0000	INTERNATIONAL RECTIFIER CORP	181,735.00	21.1500	200,925.00	19,190.00
6,400.0000	JOY GLOBAL INC	441,664.00	59.5200	380,928.00	60,736.00-
27,300.0000	KEYCORP	253,344.00	9.9600	271,908.00	18,564.00
68,032.0000	LATTICE SEMICONDUCTOR CORP	374,261.62	5.4550	371,114.56	3,147.06-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
31,274.0000	LEAPFROG ENTERPRISES INC	278,789.98	8.5600	267,705.44	11,084.54-
3,720.0000	LINDSAY CORP	316,272.79	88.1800	328,029.60	11,756.81
4,413.0000	LITHIA MOTORS INC	115,620.67	47.4800	209,529.24	93,908.57
27,525.0000	STEVEN MADDEN LTD	1,147,679.15	43.2280	1,189,850.70	42,171.55
12,000.0000	MAXIMUS INC	589,415.55	79.9700	959,640.00	370,224.45
463.0000	MEDICAL RES INC COM	0.00	0.0000	0.00	0.00
7,550.0000	MEDICINES CO/THE	151,528.51	33.4100	252,245.50	100,716.99
19,159.0000	MENTOR GRAPHICS CORP	286,687.36	18.0500	345,819.95	59,132.59
11,590.0000	MOLINA HEALTHCARE INC	380,674.65	30.8700	357,783.30	22,891.35-
6,510.0000	MUELLER INDUSTRIES INC	294,960.09	53.2900	346,917.90	51,957.81
19,112.0000	MULTIMEDIA GAMES HLDG CO INC	293,817.50	20.8700	398,867.44	105,049.94
3,700.0000	MURPHY OIL CORP	226,856.00	63.7300	235,801.00	8,945.00
6,900.0000	NEWFIELD EXPLORATION CO	197,616.00	22.4200	154,698.00	42,918.00-
17,690.0000	OMNICELL INC	273,128.23	18.8800	333,987.20	60,858.97
15,064.0000	ON ASSIGNMENT INC	288,374.43	25.3100	381,269.84	92,895.41
7,700.0000	ONEOK INC	361,486.90	47.6700	367,059.00	5,572.10
45,899.0000	ORASURE TECHNOLOGIES INC	478,127.02	5.4000	247,854.60	230,272.42-
107,200.0000	ORIENTAL FINANCIAL GROUP INC	1,297,120.00	15.5100	1,662,672.00	365,552.00



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6,876.0000	OXFORD INDUSTRIES INC	341,709.72	53.1000	365,115.60	23,405.88
5,132.0000	PAREXEL INTERNATIONAL CORP	138,410.05	39.5400	202,919.28	64,509.23
38,817.0000	PIER 1 IMPORTS INC	705,693.10	23.0000	892,791.00	187,097.90
14,887.0000	PINNACLE FINANCIAL PARTNERS IN	272,618.28	23.3600	347,760.32	75,142.04
5,343.0000	PLANTRONICS INC	230,337.13	44.1900	236,107.17	5,770.04
18,420.0000	POTASH CORP OF SASKATCHEWAN IN	841,609.80	39.2500	722,985.00	118,624.80-
4,530.0000	PRICESMART INC	369,641.43	77.8300	352,569.90	17,071.53-
21,090.0000	PRIVATEBANCORP INC	319,935.30	18.8900	398,390.10	78,454.80
11,800.0000	PROGRESSIVE CORP/THE	268,096.00	25.2700	298,186.00	30,090.00
8,200.0000	PROTECTIVE LIFE CORP	253,954.00	35.8000	293,560.00	39,606.00
22,850.0000	QUESTCOR PHARMACEUTICALS INC	644,259.35	32.5400	743,539.00	99,279.65
13,788.0000	QUIDEL CORP	253,285.61	23.7500	327,465.00	74,179.39
8,800.0000	RAYMOND JAMES FINANCIAL INC	372,274.00	46.1000	405,680.00	33,406.00
13,000.0000	REPUBLIC SERVICES INC	397,940.00	33.0000	429,000.00	31,060.00
2,900.0000	SBA COMMUNICATIONS CORP	206,770.00	72.0000	208,800.00	2,030.00
52,100.0000	SANTARUS INC	675,679.78	17.3300	902,893.00	227,213.22
9,800.0000	SCHLUMBERGER LTD	685,314.00	74.8900	733,922.00	48,608.00
4,700.0000	SCOTTS MIRACLE-GRO CO/THE	211,703.60	43.2400	203,228.00	8,475.60-



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15,500.0000	SEALED AIR CORP	291,400.00	24.1100	373,705.00	82,305.00
18,153.0000	SINCLAIR BROADCAST GROUP INC	194,376.82	20.2900	368,324.37	173,947.55
17,914.0000	SKECHERS U.S.A. INC	366,766.55	21.1500	378,881.10	12,114.55
22,050.0000	SNAP-ON INC	1,453,855.00	82.7000	1,823,535.00	369,680.00
5,110.0000	SOVRAN SELF STORAGE INC	290,810.35	64.4900	329,543.90	38,733.55
47,500.0000	STEELCASE INC	466,262.74	14.7300	699,675.00	233,412.26
9,520.0000	STERIS CORP	323,756.37	41.6100	396,127.20	72,370.83
7,720.0000	SUN COMMUNITIES INC	346,772.70	49.3300	380,827.60	34,054.90
7,600.0000	SYNOPSYS INC	245,351.90	35.8800	272,688.00	27,336.10
12,100.0000	TJX COS INC	541,597.00	46.7500	565,675.00	24,078.00
9,600.0000	TALISMAN ENERGY INC	120,960.00	12.2500	117,600.00	3,360.00-
8,500.0000	TECK RESOURCES LTD	303,110.00	28.1600	239,360.00	63,750.00-
19,650.0000	THOR INDUSTRIES INC	678,906.83	36.7900	722,923.50	44,016.67
18,900.0000	TUPPERWARE BRANDS CORP	1,168,931.85	81.7400	1,544,886.00	375,954.15
27,400.0000	UMB FINANCIAL CORP	1,225,739.00	49.0700	1,344,518.00	118,779.00
5,000.0000	URS CORP	204,150.00	47.4100	237,050.00	32,900.00
33,800.0000	ULTRATECH INC	1,006,845.90	39.5300	1,336,114.00	329,268.10
2,950.0000	VAIL RESORTS INC	166,092.79	62.3200	183,844.00	17,751.21



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7,600.0000	VALSPAR CORP/THE	509,523.91	62.2500	473,100.00	36,423.91-
4,470.0000	VALUECLICK INC	96,767.45	29.5600	132,133.20	35,365.75
15,400.0000	VEECO INSTRUMENTS INC	484,451.94	38.4100	591,514.00	107,062.06
29,570.0000	WABASH NATIONAL CORP	283,680.00	10.1600	300,431.20	16,751.20
13,600.0000	WABTEC CORP/DE	1,032,752.60	102.1100	1,388,696.00	355,943.40
4,900.0000	WHITING PETROLEUM CORP	236,670.00	50.8400	249,116.00	12,446.00
9,300.0000	XILINX INC	345,681.00	38.1700	354,981.00	9,300.00
15,040.0000	ALKERMES PLC	284,489.41	23.7000	356,448.00	71,958.59
11,645.0000	ENERGY XXI BERMUDA LTD	393,401.88	27.2200	316,976.90	76,424.98-
8,600.0000	EATON CORP PLC	442,728.00	61.2500	526,750.00	84,022.00
11,000.0000	INGERSOLL-RAND PUBLIC LIMITED COMPANY	454,850.00	55.0100	605,110.00	150,260.00
6,530.0000	JAZZ PHARMACEUTICALS PLC	329,108.62	55.9100	365,092.30	35,983.68
46,900.0000	WEATHERFORD INTERNATIONAL LTD REG	707,721.00	12.1400	569,366.00	138,355.00-
20,700.0000	NOBLE CORPORATION BAAR NAMEN-AKT CHF3.28	775,629.00	38.1500	789,705.00	14,076.00
8,500.0000	TRANSOCEAN LTD ZUG NAMEN-AKT	464,950.00	51.9600	441,660.00	23,290.00-
10,900.0000	UBS AG SHS NEW	152,818.00	15.3900	167,751.00	14,933.00
18,623.0000	AVG TECHNOLOGIES	257,852.63	13.9200	259,232.16	1,379.53



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18,500.0000	ACTIVISION BLIZZARD INC	210,456.01	14.5700	269,545.00	59,088.99
9,250.0000	ALLIED NEVADA GOLD CORP	292,798.01	16.4600	152,255.00	140,543.01-
7,900.0000	AMERICAN TOWER CORP	626,612.00	76.9200	607,668.00	18,944.00-
30,600.0000	AMTRUST FINANCIAL SERVICES INC	987,904.28	34.6500	1,060,290.00	72,385.72
10,703.0000	ANN INC	332,539.79	29.0200	310,601.06	21,938.73-
7,590.0000	ANNIE'S INC	304,902.28	38.2600	290,393.40	14,508.88-
14,360.0000	ARUBA NETWORKS INC	330,590.43	24.7400	355,266.40	24,675.97
11,210.0000	ASPEN TECHNOLOGY INC	230,141.31	32.2900	361,970.90	131,829.59
5,200.0000	AXA SA ADR	86,075.60	17.2200	89,544.00	3,468.40
5,637.0000	AXIALL CORP	260,605.01	62.1600	350,395.92	89,790.91
5,500.0000	BASF SE ADR	480,403.00	87.7290	482,509.50	2,106.50
20,399.0000	BANKRATE INC	403,201.79	11.9400	243,564.06	159,637.73-
14,250.0000	BHP BILLITON LTD ADR	1,044,589.41	68.4300	975,127.50	69,461.91-
20,430.0000	BIOSCRIP INC	147,087.66	12.7100	259,665.30	112,577.64
4,651.0000	BRISTOW GROUP INC	280,393.99	65.9400	306,686.94	26,292.95
6,650.0000	BRITISH AMERICAN TOBACCO PLC ADR	673,113.00	107.0500	711,882.50	38,769.50



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9,340.0000	BROADSOFT INC	338,236.33	26.4700	247,229.80	91,006.53-
6,200.0000	BROOKFIELD ASSET MANAGEMENT IN	195,734.00	36.4900	226,238.00	30,504.00
15,400.0000	CBRE GROUP INC	316,470.00	25.2500	388,850.00	72,380.00
6,800.0000	CHART INDUSTRIES INC	498,644.00	80.0100	544,068.00	45,424.00
9,570.0000	COHEN & STEERS INC	326,034.77	36.0700	345,189.90	19,155.13
3,670.0000	COMMVAULT SYSTEMS INC	191,868.24	82.0000	300,940.00	109,071.76
3,800.0000	CUMMINS INC	439,242.00	115.8100	440,078.00	836.00
19,453.0000	DFC GLOBAL CORP	364,989.76	16.6400	323,697.92	41,291.84-
9,680.0000	DANA HOLDING CORP	147,222.24	17.8300	172,594.40	25,372.16
5,430.0000	DEALERTRACK TECHNOLOGY	161,321.66	29.3800	159,533.40	1,788.26-
39,604.0000	DEMAND MEDIA INC	361,804.38	8.6300	341,782.52	20,021.86-
7,250.0000	DIAGEO PLC ADR	699,625.00	125.8400	912,340.00	212,715.00
18,475.0000	DRESSER-RAND GROUP INC	928,430.59	61.6600	1,139,168.50	210,737.91
6,800.0000	ECHOSTAR CORP	259,623.39	38.9700	264,996.00	5,372.61
14,147.0000	EPAM SYSTEMS INC	266,037.85	23.2300	328,634.81	62,596.96
5,900.0000	EXPRESS SCRIPTS HOLDING CO	325,385.00	57.6200	339,958.00	14,573.00
1,720.0000	FIBRIA CELULOSE SA	14,430.80	12.0700	20,760.40	6,329.60
11,974.0000	FIRST AMERICAN FINANCIAL CORP	224,973.48	25.5700	306,175.18	81,201.70



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11,640.0000	FRANSCAS HOLDINGS CORP	349,809.86	28.7200	334,300.80	15,509.06-
10,403.0000	GENERAC HOLDINGS INC	370,514.03	35.3400	367,642.02	2,872.01-
27,444.0000	GENTHERM INC COM	413,326.76	16.3800	449,532.72	36,205.96
15,764.0000	GRAND CANYON EDUCATION INC	384,904.93	25.3900	400,247.96	15,343.03
42,135.0000	GRAPHIC PACKAGING HOLDING CO	300,377.39	7.4900	315,591.15	15,213.76
5,577.0000	H&E EQUIPMENT SERVICES INC	112,160.09	20.4000	113,770.80	1,610.71
6,010.0000	HSN INC	330,870.60	54.8600	329,708.60	1,162.00-
19,400.0000	HELIX ENERGY SOLUTIONS GROUP I	439,410.00	22.8800	443,872.00	4,462.00
46,680.0000	HERCULES OFFSHORE INC	214,790.19	7.4200	346,365.60	131,575.41
17,000.0000	IPG PHOTONICS CORP	955,344.00	66.4100	1,128,970.00	173,626.00
9,800.0000	INNOSPEC INC	353,045.25	44.2800	433,944.00	80,898.75
6,300.0000	INNOPHOS HOLDINGS INC	315,756.02	54.5900	343,917.00	28,160.98
2,600.0000	INTERCONTINENTALEXCHANGE INC	347,507.60	163.0700	423,982.00	76,474.40
15,690.0000	INTERVAL LEISURE GROUP INC	288,702.27	21.7400	341,100.60	52,398.33
8,100.0000	INTUIT INC	515,742.00	65.6600	531,846.00	16,104.00
14,084.0000	INVENSENSE INC	181,739.64	10.6800	150,417.12	31,322.52-
9,623.0000	J2 GLOBAL INC	295,798.71	39.2100	377,317.83	81,519.12
5,080.0000	KAISER ALUMINUM CORP	324,943.81	64.6500	328,422.00	3,478.19



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44,340.0000	KODIAK OIL & GAS CORP	410,175.01	9.0900	403,050.60	7,124.41-
7,300.0000	LIQUIDITY SERVICES INC	330,748.70	29.8100	217,613.00	113,135.70-
5,000.0000	MANULIFE FINANCIAL CORP	67,750.00	14.7200	73,600.00	5,850.00
17,360.0000	MEDASSETS INC	305,710.72	19.2500	334,180.00	28,469.28
2,600.0000	MEDNAX INC	223,418.00	89.6300	233,038.00	9,620.00
640.0000	MICRO STRATEGY INC WTS TO PUR COM 06/24/2007	6.40	0.0100	6.40	0.00
4,180.0000	NATIONSTAR MORTGAGE HOLDINGS I	164,289.06	36.9000	154,242.00	10,047.06-
12,250.0000	NESTLE SA ADR	769,814.50	72.4960	888,076.00	118,261.50
7,700.0000	NOVARTIS AG ADR	426,657.00	71.2400	548,548.00	121,891.00
20,700.0000	PACWEST BANCORP	578,565.70	29.1100	602,577.00	24,011.30
8,205.0000	POOL CORP	356,577.12	48.0000	393,840.00	37,262.88
10,650.0000	PRESTIGE BRANDS HOLDINGS INC	147,469.25	25.6900	273,598.50	126,129.25
11,850.0000	PRIMORIS SERVICES CORP	167,839.09	22.1100	262,003.50	94,164.41
7,888.0000	PROTO LABS INC	285,671.88	49.1000	387,300.80	101,628.92
4,400.0000	REINSURANCE GROUP OF AMERICA I	246,840.00	59.6700	262,548.00	15,708.00
17,225.0000	RIO TINTO PLC ADR	947,615.35	47.0800	810,953.00	136,662.35-



BNY MELLON

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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NFL GCALL10
BERT BELL/PETE ROZELLE NFL RET
OVERALL COMPOSITE

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
9,452.0000	SS&C TECHNOLOGIES HOLDINGS INC	259,774.16	29.9800	283,370.96	23,596.80
14,900.0000	SIRONA DENTAL SYSTEMS INC	767,946.00	73.7300	1,098,577.00	330,631.00
12,934.0000	SPIRIT AIRLINES INC	229,489.18	25.3600	328,006.24	98,517.06
37,200.0000	STANTEC INC	1,184,448.00	43.9700	1,635,684.00	451,236.00
16,000.0000	SUNCOR ENERGY INC	523,200.00	30.0100	480,160.00	43,040.00-
6,980.0000	SUSSER HOLDINGS CORP	264,026.79	51.1100	356,747.80	92,721.01
8,025.0000	TEAM HEALTH HOLDINGS INC	238,715.70	36.3800	291,949.50	53,233.80
14,400.0000	TENARIS SA ADR	550,512.00	40.7800	587,232.00	36,720.00
14,753.0000	THERMON GROUP HOLDINGS INC	343,359.48	22.2100	327,664.13	15,695.35-
9,228.0000	TRIMAS CORP	285,253.31	32.4700	299,633.16	14,379.85
17,335.0000	US AIRWAYS GROUP INC	255,393.59	16.9700	294,174.95	38,781.36
16,300.0000	UNILEVER NV	554,689.00	41.0000	668,300.00	113,611.00
22,800.0000	US ECOLOGY INC	578,501.53	26.5500	605,340.00	26,838.47
36,450.0000	VALE SA ADR	808,081.14	17.2900	630,220.50	177,860.64-
12,466.0000	VOCERA COMMUNICATIONS INC	322,762.66	23.0000	286,718.00	36,044.66-
6,650.0000	WAGeworks INC	163,390.50	25.0300	166,449.50	3,059.00
20,150.0000	WEB.COM GROUP INC	293,972.83	17.0800	344,162.00	50,189.17



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
 NFL GCALL10 BERT BELL/PETE ROZELLE NFL RET REVALUED COST PAGE: 49
 OVERALL COMPOSITE 31 MARCH 2013 M1102E

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
8,799.0000	WESTERN REFINING INC	303,362.90	35.4100	311,572.59	8,209.69
4,592.0000	WEX INC	354,648.77	78.5000	360,472.00	5,823.23
500.0000	YARA INTERNATIONAL ASA ADR	23,807.50	45.3670	22,683.50	1,124.00-
4,018,143.2200	AUDAX MEZZANINE FUND III LP	3,960,738.34	1.0000	4,018,143.22	57,404.88
2,972,612.0000	ASIA ALTERNATIVES TAX EXEMPT	3,083,649.72	1.0000	2,972,612.00	111,037.72-
	TOTAL CORPORATE STOCK - COMMON	96,350,324.81		107,591,194.90	11,240,870.09
<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>					
572,731.0000	ADAMS STREET DIRECT FUND LP	534,149.71	1.0000	572,731.00	38,581.29
812,190.0000	ADAMS STREET NON US DEV MKT FUND	752,779.00	1.0000	812,190.00	59,411.00
1,752,912.0000	ADAMS SREET US FUND LP	1,616,173.00	1.0000	1,752,912.00	136,739.00
4,500.0000	WESTERN TECH VENTURE LENDING & LEASING VI	4,545,987.50	1,003.2200	4,514,490.00	31,497.50-
1,731,660.1000	ENERGY SPECTRUM PARTNERS VI	1,318,070.59	1.0000	1,731,660.10	413,589.51
7,534,578.9600	ENERGY FUND XV-A LP	6,880,171.73	1.0000	7,534,578.96	654,407.23
198,084.0000	ADAMS STREET NON US EMERGING MARKETS FUND	206,406.56	1.0000	198,084.00	8,322.56-
14,118,267.0000	SIGULER GUFF DIST OPP FD IV	13,009,207.00	1.0000	14,118,267.00	1,109,060.00
9,768,466.3600	INDUSTRY VENTURES VI	7,635,893.36	1.0000	9,768,466.36	2,132,573.00



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 BERT BELL/PETE ROZELLE NFL RET REVALUED COST PAGE: 50
OVERALL COMPOSITE 31 MARCH 2013 M1102E

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
7,211,034.0000	VISTA EQUITY PARTNERS FUND IV LP	6,919,514.00	1.0000	7,211,034.00	291,520.00
1,558,397.0200	PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND V L P	1,564,627.54	1.0000	1,558,397.02	6,230.52-
123,290.0000	ASIA ALTERNATIVE DELAWARE III LP	142,782.00	1.0000	123,290.00	19,492.00-
750.0000	VENTURE LENDING & LEASING VII LLC	750,000.00	950.4900	712,867.50	37,132.50-
3,958,391.0000	THE REALTY ASSOCIATES FUND X UTP LP	4,000,000.00	1.0000	3,958,391.00	41,609.00-
23,514,080.0000	GMO MULTI STRATEGY FD OFFSHORE CLASS E	21,824,231.99	1.0000	23,514,080.00	1,689,848.01
533,441.0900	RREEF AMERICA II	43,704,752.22	85.4586	45,587,153.81	1,882,401.59
4,185,330.3480	WELLINGTON CIF DIVERSIFIED INFLATION HEDGE FUND	65,010,607.94	15.3300	64,161,114.23	849,493.71-
38,446,522.0000	GROSVENOR INSTL PARTNERS LP	35,304,835.00	1.0000	38,446,522.00	3,141,687.00
12,001,312.4500	SIGULER GUFF LP	11,024,148.45	1.0000	12,001,312.45	977,164.00
5,730,610.0000	LANDMARK EQUITY PARTNERS XIV LP	5,809,848.23	1.0000	5,730,610.00	79,238.23-
7,507,667.0000	PANTHEON GLOBAL SECONDARY FD IV LP	6,088,976.00	1.0000	7,507,667.00	1,418,691.00
TOTAL PARTNERSHIP/JOINT VENTURE INTEREST		238,643,161.82		251,515,818.43	12,872,656.61



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
OTHER INVESTMENTS					
6,446,000.0000	MEXICAN BONOS 6.500% 06/09/2022	547,406.58	9.0215	581,530.90	34,124.32
2,890,000.0000	MEXICAN BONOS 8.000% 06/11/2020	253,649.26	9.6644	279,302.85	25,653.59
190,000.0000	SVENSK EXPORTKREDIT AB 1.750% 10/20/2015 DD 10/20/10	191,898.10	102.8100	195,339.00	3,440.90
100,000.0000	FLORIDA EDUCNL LOAN MARKETING VAR RT 12/01/2036 DD 01/14/03	75,000.00	88.9993	88,999.30	13,999.30
150,000.0000	JAPAN BANK FOR INTERNATIONAL C 2.875% 02/02/2015 DD 02/02/10	158,217.00	104.3290	156,493.50	1,723.50-
100,000.0000	JAPAN FINANCE ORGANIZATION FOR 4.000% 01/13/2021 DD 01/13/11	110,883.00	115.0860	115,086.00	4,203.00
70,000.0000	PROVINCE OF ONTARIO CANADA 0.950% 05/26/2015 DD 05/24/12	69,985.30	100.9260	70,648.20	662.90
100,000.0000	PENNSYLVANIA ST HGR EDU ASSIST VAR RT 05/01/2046 DD 05/17/06	92,510.00	95.4125	95,412.50	2,902.50
225,000.0000	PENNSYLVANIA ST HGR EDU ASSIST VAR RT 06/01/2047 DD 06/21/07	208,143.29	97.1493	218,585.93	10,442.64
12,000.0000	MEXICO GOVERNMENT INTERNATIONAL 5.625% 01/15/2017 DD 03/10/06	13,878.00	115.0000	13,800.00	78.00-
18,000.0000	MEXICO GOVERNMENT INTERNATIONAL 4.750% 03/08/2044 DD 03/08/12	20,520.00	103.7500	18,675.00	1,845.00-



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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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NFL GCALL10
BERT BELL/PETE ROZELLE NFL RET
OVERALL COMPOSITE

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
4.0000-	EURO-BOND FUTURE (EUX) EXP JUN 13	0.00	186.8237	12,584.18-	12,584.18-
13.0000-	US TREAS BD FUTURE (CBT) EXP JUN 13	0.00	144.4687	17,398.43-	17,398.43-
17.0000	US 10 YR TREAS NTS FUT (CBT) EXP JUN 13	0.00	131.9843	18,523.45	18,523.45
15.0000	90DAY EURODOILLAR FUTURE (CME) EXP SEP 14	0.00	99.5100	712.50	712.50
15.0000-	90DAY EURODOILLAR FUTURE (CME) EXP SEP 15	0.00	99.2100	2,300.00-	2,300.00-
28.0000-	US 5YR TREAS NTS FUTURE (CBT) EXP JUN 13	0.00	124.0546	12,257.79-	12,257.79-
7.0000-	US 2YR TREAS NTS FUT (CBT) EXP JUN 13	0.00	110.2265	203.13-	203.13-
1.0000	US ULTRA BOND FUT (CBT) EXP JUN 13	0.00	157.5937	1,039.06-	1,039.06-
TOTAL OTHER INVESTMENTS		1,742,090.53		1,807,326.54	65,236.01
<u>WRITTEN OPTIONS</u>					
7.0000-	US 10 YR TREAS NTS FUT JUN 13 CALL JUN 13 133.000 ED 5/24/13	2,055.38-	40.6250	2,843.75-	788.37-
12.0000-	EURIBOR 2YR MID C FUT JUN 13 CALL JUN 13 099.500 ED 6/17/13	0.00	0.0770	2,311.38-	2,311.38-
5.0000-	3MO EURO EURIBOR SEP 13 CALL SEP 13 099.875 ED 9/16/13	0.00	0.0321	401.28-	401.28-



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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 BERT BELL/PETE ROZELLE NFL RET
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
6.0000-	EUROS 3YR MID-CRV FUT JUN 16 PUT JUN 13 098.125 ED 06/14/13	1,330.50-	0.0100	150.00-	1,180.50
TOTAL WRITTEN OPTIONS		3,385.88-		5,706.41-	2,320.53-
PURCHASE OPTIONS					
12.0000	EURIBOR 2YR MID C FUT JUN 13 CALL JUN 13 099.250 ED 6/17/13	0.00	0.2696	8,089.83	8,089.83
5.0000	3MO EURO EURIBOR SEP 13 CALL SEP 13 099.750 ED 9/16/13	0.00	0.0898	1,123.59	1,123.59
6.0000	EUROS 3YR MID-CRV FUT JUN 16 PUT JUN 13 098.375 ED 06/14/13	2,269.50	0.0300	450.00	1,819.50-
TOTAL PURCHASE OPTIONS		2,269.50		9,663.42	7,393.92
COMMON/COLLECTIVE TRUST					
401,152.3870	EB DV GLOBAL ALPHA I FUND	64,134,562.66	189.1078	75,861,065.83	11,726,503.17
264,466.2840	EB DV NSL INTL SIF	39,738,462.86	159.6176	42,213,477.50	2,475,014.64
418,737.0530	EB DV NSL AGG BIF	53,914,147.56	128.8393	53,949,823.97	35,676.41
81,449,801.3100	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	81,449,801.31	1.0000	81,449,801.31	0.00
28,338.1830	JP MORGAN STRATEGIC PROPERTY FUND	33,527,442.35	1,940.8351	54,999,740.24	21,472,297.89
37,097.0870	ENTRUST CAPITAL DIVERSIFIED FUND LTD	36,718,500.00	1,157.5550	42,941,920.99	6,223,420.99



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TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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 OVERALL COMPOSITE 31 MARCH 2013 M1102E

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
326,229.7990	EB DV NSL LCG SIF	40,226,246.01	159.4100	52,004,314.77	11,778,068.76
331,855.8630	EB DV NSL LCV SIF	45,936,879.17	156.2114	51,839,669.29	5,902,790.12
3,372,409.9010	LOOMIS SAYLES CREDIT ASSET TRUST - CLASS B	43,016,008.03	17.8200	60,096,344.44	17,080,336.41
2,513,359.2700	PICTET EMERGING LOCAL CURRENCY DEBT FUND LLC	38,756,000.00	16.3638	41,128,269.28	2,372,269.28
21,012.2590	EB DV STOCK INDEX FUND	41,922,211.30	2,010.3745	42,242,509.87	320,298.57
1,084,758.2900	TBC EMERGING MARKETS EQUITY	71,859,050.00	58.4500	63,404,122.05	8,454,927.95-
	TOTAL COMMON/COLLECTIVE TRUST	591,199,311.25		662,131,059.54	70,931,748.29
<u>MASTER TRUSTS</u>					
226,944.1870	EB DV NSL LGE CAP SIF	47,471,372.96	230.4837	52,306,952.48	4,835,579.52
	TOTAL MASTER TRUSTS	47,471,372.96		52,306,952.48	4,835,579.52
<u>103-12 INVESTMENT ENTITIES</u>					
79,171.3680	WA FLTG RATE HI INCOME FD	868,189.52	17.9890	1,424,213.74	556,024.22
74,180.5150	WAMCO OPPORTUNISTIC US\$ HIGH YIELD SEC PORT LLC	1,216,380.44	27.5660	2,044,860.08	828,479.64
41,467.1830	WAMCO OPPORTUNISTIC INTL INVESTMENT GRADE SEC LLC	1,057,856.42	26.9120	1,115,964.83	58,108.41
	TOTAL 103-12 INVESTMENT ENTITIES	3,142,426.38		4,585,038.65	1,442,612.27



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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BERT BELL/PETE ROZELLE NFL RET 31 MARCH 2013 M1102E
OVERALL COMPOSITE

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>REGISTERED INVESTMENT COMPANIES</u>					
1,489.9310	VANGUARD 500 INDEX FUND	168,613.84	144.6100	215,458.92	46,845.08
2,133,746.6320	ARTISAN INTERNATIONAL FUND	42,865,904.13	26.2300	55,968,174.16	13,102,270.03
2,649,577.7290	GMO STRATEGIC OPPORTUNITIES AL	56,903,743.01	21.9200	58,078,743.82	1,175,000.81
8,294,490.8080	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	96,646,221.71	12.1600	100,861,008.23	4,214,786.52
278,067.3270	PAYDEN CORPORATE BOND FUND	2,855,556.76	11.3300	3,150,502.81	294,946.05
2,900,337.0060	PAYDEN CORE BOND FUND	30,149,411.77	10.9900	31,874,703.70	1,725,291.93
284,277.0820	PAYDEN EMERGING MARKETS BOND F	3,838,729.62	15.1200	4,298,269.48	459,539.86
751,827.7990	PAYDEN HIGH INCOME FUND	5,888,172.96	7.4000	5,563,525.71	324,647.25-
4,758,970.7820	PIMCO ALL ASSET FUND INSTITUTIO	56,011,679.33	12.5800	59,867,852.44	3,856,173.11
TOTAL REGISTERED INVESTMENT COMPANIES		295,328,033.13		319,878,239.27	24,550,206.14
GRAND TOTAL		1,322,057,175.65		1,448,481,677.32	35,468.28 C 126,389,033.39 I 126,424,501.67



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TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
 NFL GCALL10 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 1
 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
10,000.0000	05950XAE6	BANC OF AMERICA COMMERCIA 5 A4 5.414% 09/10/2047 DD 10/01/06	11,394.53-	11,353.13
5,300,000.0000	99ZAH4G74	BARCLAYS CP REPO REPO 0.060% 02/04/2013 DD 02/01/13	5,300,000.00-	5,300,000.00
4,700,000.0000	99ZAH38Z3	BARCLAYS CP REPO REPO 0.080% 02/01/2013 DD 01/31/13	4,700,000.00-	4,700,000.00
5,180,000.0000	99ZAGRZF5	BARCLAYS CP REPO REPO 0.090% 04/12/2012 DD 04/11/12	5,180,000.00-	5,180,000.00
5,000,000.0000	99ZAHZMV5	BARCLAYS CP REPO REPO 0.110% 01/04/2013 DD 01/03/13	5,000,000.00-	5,000,000.00
3,000,000.0000	99ZAHXM73	BARCLAYS CP REPO REPO 0.110% 12/20/2012 DD 12/19/12	3,000,000.00-	3,000,000.00
5,100,000.0000	99ZAGQVE4	BARCLAYS CP REPO REPO 0.120% 04/04/2012 DD 04/03/12	5,100,000.00-	5,100,000.00
5,100,000.0000	99ZAGQZE6	BARCLAYS CP REPO REPO 0.120% 04/05/2012 DD 04/04/12	5,100,000.00-	5,100,000.00
5,100,000.0000	99ZAGRRJ6	BARCLAYS CP REPO REPO 0.120% 04/11/2012 DD 04/10/12	5,100,000.00-	5,100,000.00
5,317,000.0000	99ZAHX3M1	BARCLAYS CP REPO REPO 0.120% 12/24/2012 DD 12/21/12	5,317,000.00-	5,317,000.00
5,100,000.0000	99ZAGQ974	BARCLAYS CP REPO REPO 0.130% 04/09/2012 DD 04/05/12	5,100,000.00-	5,100,000.00
5,100,000.0000	99ZAGRG99	BARCLAYS CP REPO REPO 0.130% 04/10/2012 DD 04/09/12	5,100,000.00-	5,100,000.00



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 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
5,020,000.0000	99ZAGQNC7	BARCLAYS CP REPO REPO 0.150% 04/03/2012 DD 04/02/12	5,020,000.00-	5,020,000.00
3,000,000.0000	99ZAHWY49	BARCLAYS CP REPO REPO 0.150% 12/17/2012 DD 12/14/12	3,000,000.00-	3,000,000.00
3,000,000.0000	99ZAHXET4	BARCLAYS CP REPO REPO 0.150% 12/19/2012 DD 12/18/12	3,000,000.00-	3,000,000.00
5,000,000.0000	99ZAHZC61	BARCLAYS CP REPO REPO 0.160% 01/03/2013 DD 01/02/13	5,000,000.00-	5,000,000.00
5,288,000.0000	99ZAHJ3Z3	BARCLAYS CP REPO REPO 0.200% 10/02/2012 DD 10/01/12	5,288,000.00-	5,288,000.00
30,000.0000	62944TAE5	BLDG-RESIDENTIAL/COMMER 3.950% 09/15/2022 DD 09/10/12	29,948.10-	30,731.50
197,132.0470	22545MAD9	COMMERCIAL MORTGAGE PASS C4 A3 5.467% 09/15/2039 DD 09/01/06	224,584.22-	221,742.75
87,676.0100 **	12669GYY1	COUNTRYWIDE HOME LOAN MO 9 1A1 VAR RT 05/25/2035 DD 03/30/05	.00	60,469.03
12,026.0000	23317H102	DDR CORP	186,893.06-	186,523.26
12,908.3330	26441C204	DUKE ENERGY CORP NEW COM	762,477.74-	833,477.26
10,000.0000	29379VAW3	ENTERPRISE PRODUCTS OPERATING 4.850% 08/15/2042 DD 02/15/12	9,742.40-	10,306.20
10,000.0000	29379VAF0	ENTERPRISE PRODUCTS OPERATING 5.250% 01/31/2020 DD 10/05/09	11,357.70-	11,690.30
9.0000	EDF215C3S	EURO-BOBL FUTURE (EUX) EXP MAR 13	.00	16,031.31



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 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		* INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
4.0000	EDF306L2S	EURO-BUND FUTURE (EUX) EXP DEC 12	.00	1,476.06
237,695.6190	32052DAH4	FIRST HORIZON ALTERNAT FA8 1A8 VAR RT 02/25/2037 DD 12/25/06	125,462.97-	125,458.71
1,500,000.0000	99ZAGQV69	GREENWH CAT 2 REPO 0.120% 04/04/2012 DD 04/03/12	1,500,000.00-	1,500,000.00
1,580,000.0000	99ZAGQNH6	GREENWH CAT 2 REPO 0.130% 04/03/2012 DD 04/02/12	1,580,000.00-	1,580,000.00
1,320,000.0000	99ZAGRV36	GREENWH CAT 2 REPO 0.140% 04/12/2012 DD 04/11/12	1,320,000.00-	1,320,000.00
1,500,000.0000	99ZAGRGP4	GREENWH CAT 2 REPO 0.150% 04/10/2012 DD 04/09/12	1,500,000.00-	1,500,000.00
1,500,000.0000	99ZAGRAB1	GREENWH CAT 2 REPO 0.160% 04/09/2012 DD 04/05/12	1,500,000.00-	1,500,000.00
2,900,000.0000	99ZAHWYC1	GREENWH CAT 2 REPO 0.180% 12/17/2012 DD 12/14/12	2,900,000.00-	2,900,000.00
20,000.0000	45824TAG0	INTELSAT JACKSON HOLDINGS SA 7.500% 04/01/2021 DD 10/01/11	20,950.00-	21,450.00
30,000.0000	46629PAC2	JP MORGAN CHASE COMMER LDP9 A3 5.336% 05/15/2047 DD 12/01/06	33,846.09-	33,884.77
145.0300	57645NAC4	MASTR ADJUSTABLE RATE M 3 12A1 VAR RT 05/25/2047 DD 05/15/07	141.27	76.76-
10,000.0000 **	718546AA2	PHILLIPS 66 144A 4.300% 04/01/2022 DD 03/12/12	.00	10,242.10



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TRDNFL NFLGCALL1000 5500

FINAL 120913

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT

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BERT BELL/PETE ROZELLE NFL RET
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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,500,000.0000	99ZAGQ2D8	RBS CITIZENS BANK REPO 0.150% 04/05/2012 DD 04/04/12	1,500,000.00-	1,500,000.00
1,400,000.0000	99ZAGRRF4	RBS CITIZENS BANK REPO 0.150% 04/11/2012 DD 04/10/12	1,400,000.00-	1,400,000.00
3,000,000.0000	99ZAHXM99	RBS CITIZENS BANK REPO 0.160% 12/20/2012 DD 12/19/12	3,000,000.00-	3,000,000.00
583,000.0000	99ZAHX3J8	RBS CITIZENS BANK REPO 0.170% 12/24/2012 DD 12/21/12	583,000.00-	583,000.00
3,000,000.0000	99ZAHXEX5	RBS CITIZENS BANK REPO 0.180% 12/19/2012 DD 12/18/12	3,000,000.00-	3,000,000.00
2,212,000.0000	99ZAHJ342	RBS CITIZENS BANK REPO 0.190% 10/02/2012 DD 10/01/12	2,212,000.00-	2,212,000.00
84,690.2000	758202AH8	REED ELSEVIER CAPITAL 3.125% 10/15/2022 DD 10/16/12	69,728.40-	83,358.06
3,406.0000	G7665A101	ROWAN COS PLC	120,717.33-	119,959.32
20,000.0000	79765RTK5	SAN FRANCISCO CALIF CITY & CNT 6.000% 11/01/2040 DD 08/04/10	24,133.80-	24,811.20
70,000.0000	913017BV0	UNITED TECHNOLOGIES CORP 3.100% 06/01/2022 DD 06/01/12	70,365.90-	74,225.40
15.0000	99F133L2A	US TREAS BD FUTURE (CBT) EXP DEC 12	.00	179.69
13.0000	99F133C3A	US TREAS BD FUTURE (CBT) EXP MAR 13	.00	58,929.70



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TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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 BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		* INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
16.0000	99F13312A	US TREAS BD FUTURE (CBT) EXP SEP 12	.00	8,531.25-
6.0000	99F1339KA	US TREAS BD FUTURE DEC 12 CALL DEC 12 154.000 ED 112312	2,793.00	941.38-
5.0000	99F1339JS	US TREAS BD FUTURE DEC 12 CALL NOV 12 151.000 ED 102612	2,640.00	2,047.50-
6.0000	99F1339IR	US TREAS BD FUTURE DEC 12 CALL OCT 12 150.000 ED 9/21/12	2,886.75	300.75-
3.0000	99F1339WE	US TREAS BD FUTURE DEC 12 PUT DEC 12 143.000 ED 112312	1,865.25	619.13-
6.0000	99F1339WB	US TREAS BD FUTURE DEC 12 PUT DEC 12 145.000 ED 11/23/12	3,668.00	2,941.38-
5.0000	99F1339VB	US TREAS BD FUTURE DEC 12 PUT NOV 12 141.000 ED 10/26/12	2,874.38	94.38-
6.0000	99F1339UN	US TREAS BD FUTURE DEC 12 PUT OCT 12 142.000 ED 09/21/12	2,886.75	582.00-
5.0000	99F1339FZ	US TREAS BD FUTURE SEP 12 CALL JUL 12 151.000 ED 6/22/12	4,436.88	844.38-
5.0000	99F1339RC	US TREAS BD FUTURE SEP 12 PUT JUL 12 141.000 ED 06/22/12	2,390.00	485.00-
2.0000	99F1339RB	US TREAS BD FUTURE SEP 12 PUT JUL 12 147.000 ED 06/22/12	806.00	194.00-
7.0000	99F1339FD	US TREAS BOND FUTURE SEP 12 CALL JUL 12 150.000 ED 6/22/12	5,227.25	2,663.38-



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TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT PAGE: 6
BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
		INDICATES PENDING SETTLEMENT		
		** INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1.0000	99F700C3A	US ULTRA BOND (CBT) EXP MAR 13	.00	7,218.75-
38.0000	99F139L2A	US 10 YR TREAS NTS FUT (CBT) EXP DEC 12	.00	20,437.52
6.0000 **	99F1399QN	US 10 YR TREAS NTS FUT JUN 12 PUT JUN 12 128.000 ED 05/25/12	.00	2,832.00-
7.0000	99F1399QB	US 10 YR TREAS NTS FUT JUN 13 PUT JUN 13 127.000 ED 05/24/13	3,258.50	350.88-
23.0000	99F139I2A	US 10 YR TREAS NTS FUTURE(CBT) EXP SEP 12	.00	9,078.13
10.0000	99F1399AM	US 10YR TREAS NTS FUT MAR 13 CALL FEB 13 133.500 ED 1/25/13	2,688.75-	436.25
10.0000	99F1399AP	US 10YR TREAS NTS FUT MAR 13 CALL FEB 13 134.500 ED 1/25/13	3,938.75-	905.00
34.0000	99F139C3A	US 10YR TREAS NTS FUTURE (CBT) EXP MAR 13	.00	14,031.25-
7.0000	99F217L2A	US 2YR TREAS NTS FUT (CBT) EXP DEC 12	.00	281.24
7.0000	99F217C3A	US 2YR TREAS NTS FUT (CBT) EXP MAR 13	.00	984.37-
7.0000	99F217I2A	US 2YR TREAS NTS FUTURE (CBT) EXP SEP 12	.00	1,250.01-
48.0000	99F183I2A	US 5YR TREAS NTS FUT (CBT) EXP SEP 12	.00	33,031.26-



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TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
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BERT BELL/PETE ROZELLE NFL RET FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013 M2574E
OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY ID * INDICATES PENDING SETTLEMENT ** INDICATES TRANSACTION PENDING IN PRIOR YEAR	SECURITY DESCRIPTION	COST	PROCEEDS
46.0000	99F183L2A	US 5YR TREAS NTS FUTURE (CBT) EXP DEC 12	.00	8,664.04-
41.0000	99F183C3A	US 5YR TREAS NTS FUTURE (CBT) EXP MAR 13	.00	3,328.16
20,000.0000	98212BAD5	WPX ENERGY INC 6.000% 01/15/2022 DD 11/14/11	20,000.00-	21,150.00
10.0000	99F167F3C	90DAY EURODOLLAR FUTURE (CME) EXP JUN 13	.00	237.50
.0000	99F167F4C	90DAY EURODOLLAR FUTURE (CME) EXP JUN 14	.00	87.50
10.0000	99F167F5C	90DAY EURODOLLAR FUTURE (CME) EXP JUN 15	.00	1,487.50
7.0000	99F167C3C	90DAY EURODOLLAR FUTURE (CME) EXP MAR 13	.00	4,900.00
7.0000	99F167C4C	90DAY EURODOLLAR FUTURE (CME) EXP MAR 14	.00	4,300.00-



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
 SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
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NFL GCALL10
 BERT BELL/PETE ROZELLE NFL RET
 OVERALL COMPOSITE

TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	5% VALUE: PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
17	8,872,458.11	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	105,006,268.91	.00	.00	.00
9	5,634,496.44	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	.00	67,611,000.00	63,923,916.30	3,687,083.70
157	12,198,967.52	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	12,198,967.52	.00	.00	.00
159	185,181,814.34	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	.00	185,181,814.34	185,181,814.34	.00
669	551,950,464.59	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	551,950,464.59	.00	.00	.00
796	479,441,983.27	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	479,441,983.27	479,441,983.27	.00
4	59,403,251.64	CASH ON DEPOSIT-CUSTODIAN	59,403,251.64	.00	.00	.00
3	54,583,314.32	CASH ON DEPOSIT-CUSTODIAN	.00	54,583,314.32	54,583,314.32	.00
5	59,871.16	EB DV STOCK INDEX FUND	110,749,995.77	.00	.00	.00
82	48,062.53	EB DV STOCK INDEX FUND	.00	85,812,756.53	81,262,133.15	4,550,623.38
6	102,610,052.00	COMMIT TO PUR MUTUAL FD	102,610,052.00	.00	.00	.00
6	102,610,052.00	COMMIT TO PUR MUTUAL FD	.00	102,610,052.00	102,610,052.00	.00



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 120913 2013-03-31 CYCLE 3 12:09:12 RUN DATE: 27-JUN-13
NFL GCALL10 SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT
BERT BELL/PETE ROZELLE NFL RET OF THE CURRENT VALUE OF THE PLAN ASSETS
OVERALL COMPOSITE FOR THE PERIOD 01 APRIL 2012 THROUGH 31 MARCH 2013
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TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	5% VALUE:			GAIN/LOSS
			TRANSACTION EXPENSE	COST OF PURCHASES	PROCEEDS FROM SALES	
S	173,002,508.00	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	.00	.00	173,002,508.00	.00
B	92,772,444.52	EB TEMPORARY INVESTMENT FD 11 0.105% 12/31/2040 DD 11/01/01	.00	92,772,444.52	.00	.00

69,199,698.26

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Summary of Plan Provisions

1. Normal Retirement Pension

(a) **Age Requirement:** 55

(b) **Service Requirement:** For Benefit Credits, three Credited Seasons for those active after 1992. (A player will, under certain circumstances, become vested even if he does not meet the preceding requirements if he has 10 years of service with Clubs in the NFL due to any employment, such as a coach.) For Legacy Credits, vested player taking into account Credited Seasons prior to 1993 and alive on August 4, 2011.

(c) **Monthly Amount:**

<u>Credited Season</u>	<u>Benefit Credit</u>
Before 1982	\$250
1982 to 1992	255
1993 and 1994	265
1995 and 1996	315
1997	365
1998 to 2011	470
2012 to 2014	560
2015 to 2017	660
2018 through the Plan Year that begins prior to the expiration of the Final League Year	760
<u>Credited Season</u>	<u>Legacy Credit</u>
Before 1975	124
1975 to 1992	108

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Summary of Plan Provisions
(continued)

2. Early Retirement Pension (Only for players who have a Credited Season prior to 1993)

- (a) **Age Requirement:** 45 through 54
- (b) **Service Requirement:** Same as 1(b) above.
- (c) **Monthly Amount:** Normal pension actuarially reduced to reflect earlier benefit payments.

3. Deferred Retirement Pension

- (a) **Age Requirement:** Over age 55 to age 65
- (b) **Service Requirement:** Same as 1(b) above.
- (c) **Monthly Amount:** Normal pension actuarially increased to reflect delayed benefit payments.

4. Total and Permanent Disability

- (a) **Age Requirement:** N/A
- (b) **Service Requirement:** None if active, otherwise service required for vested status.
- (c) **Monthly Amount:** Normal pension earned except that benefit will be no less than \$4,000 if disability is for active football, active nonfootball, or inactive category A and \$4,167 for inactive category B (\$5,000 in 2016, \$3,334 in 2021). An additional \$100 per month will be paid for each dependent child for a player whose application was filed prior to April 1, 2007.

5. Line-of-Duty Disability

- (a) **Age Requirement:** None
- (b) **Service Requirement:** None
- (c) **Duration of Payments:** 90 months
- (d) **Nature of Disability:** The disability must have arisen out of football activities and must be expected to persist for at least 12 months and result in player's retirement from professional football. The disability must be substantial in the sense that it results in a major bodily impairment with the percentage loss of function depending upon the particular part of the body involved.
- (e) **Monthly Amount:** Normal pension earned, but not less than \$2,000 per month for applications after September 1, 2011. Minimum increases in \$500 increments on January 1 of 2013, 2015, 2017, 2019 and 2021.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Summary of Plan Provisions
(continued)

6. Early Payment Benefit (Not applicable to players who do not have a Credited Season prior to 1993)

- (a) **Age Requirement:** None
- (b) **Service Requirement:** Vested and left football on or after March 1, 1977.
- (c) **Amount:** A lump sum equal to 25% of the actuarial present value of the player's benefit credits as of the date of payment. If the player makes application for this benefit after March 31, 1982, any and all future benefits payable (normal or early retirement, death or disability) will be reduced 25%. If application was made prior to April 1, 1982, only the normal or early retirement benefit will be reduced 25%.

7. Pre-retirement Widow's and Surviving Children's Benefit

- (a) **Eligibility Requirement:** Active player or vested inactive player and survived by widow or dependent children.
- (b) **Monthly Amount:** 50% of the normal pension accrued, but not less than \$9,000 per month for the 48 months immediately following death and no less than \$3,600 per month thereafter. (For vested players not active in a season after 1976, the \$3,000 minimum benefit is not applicable. For vested players active in a season after 1976, but not after 1981, the \$9,000 minimum benefit is \$6,000.) Minimum increases to \$4,000 on January 1, 2014 and to \$4,400 on January 1, 2018.
- (c) **Duration of Payment:** Benefits are paid to the widow until her death or remarriage. If there are surviving dependent children at the point that the widow's benefit ceases, payments will continue to the children until they reach age 19, or age 23 if in college. If any dependent child is mentally or physically incapacitated, benefits will continue for the child's lifetime.

8. Spouse's Pre-retirement Death Benefit

The surviving spouse of a married vested player is eligible to receive a spouse's preretirement death benefit. The spouse's preretirement death benefit is the benefit which would have become payable to such surviving spouse upon the death of such player as if he had retired and died on the day following his annuity starting date and elected benefits in the form of a Joint and Survivor annuity. The benefit begins to be paid as of the first day of the month following the date of the death of the vested player or, if later, the first day of the month following the month in which such player would have reached his early retirement date had he lived to that date. The monthly benefit payments continue for the life of the surviving spouse. If a spouse is eligible to receive the benefit described in this section and the benefit described in 7 above, she elects which one of the two benefits she is to receive.

Bert Bell/Pete Rozelle NFL Player Retirement Plan

EIN/PN: 13-6043636/001

Schedule MB Line 6

Summary of Plan Provisions
(continued)

9. Post-retirement Death Benefit

- (a) **Eligibility Requirement:** Upon retirement, pensioners may elect to receive benefit payments in various alternative forms involving survivor benefit protection.
- (b) **Monthly Benefit Amount:** When a player elects a form of pension involving survivor benefit rights, the amount payable to him is actuarially reduced. Upon the player's death, the designated percentage of the pensioner's benefit is thereafter continued for the balance of the beneficiary's lifetime. Alternatively, the player may elect that his benefit payments will be made for at least 10 years. If he dies prior to that time, payments will be continued to the designated beneficiary for the remainder of the 10-year period.